

From: 27687@lapd.lacity.org
To: ALFONSO ARGUELLES
Subject: Re: Sir we are planning an operation based on two 3.18s. We would like EDD and ABC and whomever else you think would be appropriate to assist us. I was asked by Lt. Dibell (Hollywood Vice) to reach out to you for assistance.
Date: 04-Sep-2015 17:43
Attachments: TEXT.htm [Save] [Open]
Creation Date: 04-Sep-2015 17:43
Store Date: 10-Nov-2015 07:43
Status: opened,read,replied
Box Type: received
Folder: ALFONSO ARGUELLES Home > Mailbox
Message Id: 55E9D835.LAPDDomC.POC5.200.20000C5.1.5FC9.1

Hey Al,

I need the below listed info in order to request EDD. They want to be able able to research the locations prior to doing their inspections. Be advised EDD already has open cases on Cashmere and Cosmo. I also need the date of the operation.

EDD Info:

Name & address of location

ABC License Number

Hours of operation

Number of employees working at the location

Number of security guards

Thanks,

Sgt. Fernando Garcia
DSVD/Operation ABC
Direct: (213) 486-0923
Main: (213) 486-0910
Fax: (213) 486-0909

>>> ALFONSO ARGUELLES 9/2/2015 5:49 PM >>>

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Thank you in advance for your help.

Officer Al Arguelles #36473
Hollywood Vice
213 972-2996

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Hollywood Vice

213 972-2996

From: daniel.halden@lacity.org
To: OSBALDO RAMOS, PETER ZARCONI, Frank Bush, ALEX BAEZ
CC: Marisol Rodriguez
Subject: Cashmere - LAPD - LADBS Coordination
Date: 10-Sep-2015 14:59
Attachments: TEXT.htm [Save] [Open]
Mime.822 (excluded from export)
Creation Date: 10-Sep-2015 14:59
Store Date: 26-Nov-2015 16:34
Status:
Box Type: unknown
Folder: BENJAMIN THOMPSON Home > Mailbox > Fwd: Cashmere - LAPD - LADBS Coordination
Message Id: 55F19B5D.LAPDDomB.POB3.200.200004A.1.81391.1

Good afternoon everyone,

This email serves as a means of inter-departmental coordination relating to the Cashmere club in Hollywood.

Captain Peter Zarcone is commanding officer of LAPD Hollywood Division; I am also CCing Lt. Alex Baez and Sgt. Osbaldo Ramos of the Hollywood Entertainment District unit within Hollywood Division.

Frank Bush is Executive Officer of the Department of Building and Safety.

Per my discussions with LAPD and the Councilmember's discussions with LADBS, please coordinate with each other regarding any investigations or site visits to the Cashmere club.

Please feel free to contact me at any time. My cell is (213) 254-7214.

Thank you for your help.

Best Regards,

<<http://s.wisestamp.com/links?url=http%3A%2F%2Fwww.cd13.com&sn=d2lsbGlhbS5heWFsYUBsYWNpdHkub3Jn>>

Dan Halden

Hollywood Field Deputy

Office of Councilmember Mitch O'Farrell

1722 Sunset Boulevard, Los Angeles, CA 90026

(213) 207-3015 | www.cd13.com

*Find the Councilmember on: *[image: Facebook]

<<https://www.facebook.com/CouncilmemberMitchOFarrell>> [image: Twitter]

<<http://s.wisestamp.com/links?url=https%3A%2F%2Ftwitter.com%2FMitchOFarrell&sn=d2lsbGlhbS5heWFsYUBsYWNpdHkub3Jn>>

[image: Instagram]

<<http://s.wisestamp.com/links?url=http%3A%2F%2Fwww.instagram.com%2Fmitchofarrell&sn=d2lsbGlhbS5heWFsYUBsYWNpdHkub3Jn>>

[image: YouTube] <http://www.youtube.com/channel/UCsQz6C1Ud6xzGXf18_t6pvQ>

***WE NEED YOUR INPUT!* TAKE THE SMALL BUSINESS SURVEY**

<<https://docs.google.com/a/lacity.org/forms/d/1pjTZMW5HZH-UllW2044x5uxrWB4zb2-lucc4zRQgpRY/viewform>>

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Â Â Dan Halden

Â Â Hollywood Field Deputy

Â Office of Councilmember Mitch O'Farrell

Â Â 1722 SunsetÂ Boulevard,Â Los Angeles, CA 90026

Â Â (213)Â 207-3015Â | www.cd13.com <<http://www.cd13.com>>

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<<http://s.wisestamp.com/links?url=https%3A%2F%2Ftwitter.com%2FMitchOFarrell&sn=d2lsbGlhbS5heWFsYUBsYWNpdHkub3Jn>>

Â [Instagram]

<<http://s.wisestamp.com/links?url=http%3A%2F%2Fwww.instagram.com%2Fmitchofarrell&sn=d2lsbGlhbS5heWFsYUBsYWNpdHkub3Jn>>

Â [YouTube] <http://www.youtube.com/channel/UCsQz6C1Ud6xzGXf18_t6pvQ>

WE NEED YOUR INPUT!Â TAKE THE SMALL BUSINESS SURVEY

<<https://docs.google.com/a/lacity.org/forms/d/1pjTZMW5HZH-UIIW2044x5uxrWB4zb2-lucc4zRQgpRY/viewform>>

From: 26623@lapd.lacity.org
To: ERIC MOORE
CC: OSBALDO RAMOS, PETER ZARCONE, JEDD LEVIN
Subject: Re: Noise
Date: 11-Aug-2015 19:48
Attachments: TEXT.rtf [Save] [Open]
 TEXT.htm [Save] [Open]
Creation Date: 11-Aug-2015 19:48
Store Date: 05-Nov-2015 14:11
Status:
Box Type: unknown
Folder: PETER ZARCONE Home > Sent Items > Fwd: Re: Noise
Message Id: 55CA518C.LAPDDomB.POB3.200.20000EA.1.6C939.1

E,

Great talking to you. I appreciate your assistance. Here are the list of items we discussed to follow up on.

HED Task Force, August 20, 2015. SOW: 1700 in Hollywood Roll Call Room

Meeting with City Attorney and owners of the Supper Club on August 19, 1130 Hours, @ Hollywood Station, Captain's office.

Procure a Noise measuring meter device for Hollywood HED unit. (Chris Waters)

Send me information on citing procedures for noise related sections.

Also need to determine property line for Cashmere Night Club to determine if we meet the 150 noise threshold in a residential area.

Lastly, the four locations we can use your team's assistance with are: 1. The Supper Club, 2. The Play House, 3. The Hollywood Hookah Lounge, and 4. The Cashmere Night Club.

Thanks again, I will talk to you tomorrow.

Alex

Lieutenant Alex Baez

Hollywood Entertainment District

(323) 464-1402

"One Team, All In"

>>> <33733@lapd.lacity.org> 8/11/2015 9:37 AM >>>

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M=&AE(\$-I='D@=&\@<')O:&EB:70@=6YN96-E<W-A<GDL(&5X8V5S<VEV92!A
M;F0@86YN;WEI;F<@;FJ]<V5S(&9R;VT@86QL('O=7)C97,@<W5B:F5C="IT
M;R!I=',@<@&JL:6-E('!O=V5R+L*@\$%T(&-E<G1A:6X@;&5V96QS(&YO:7-E
M<RIA<F4@9&5T<FEM96YT86P@=&\@=&AE(&AE86QT:"IA;F0@=V5L9F%R92!O
M9B!T:&4@8VET:7IE;G)Y(&%N9"!!;BIT:&4@<'5B;&EC(&EN=&5R97-T<RIS
M:&%L;"IB92!S>7-T96UA=&EC86QL>2!P<F]S8W)I8F5D+CPO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIS='EL93TB;6%R9VEN
M+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO
M9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,](E-E8W1I
M;VXB/CQD:78^/&\$@;F%M93TB2D1?,3\$Q+C Q+B(@:60](DI\$7S\$Q,2XP,2XB
M('1I=&QE/2(Q,3\$N,#N(B O/E-%0RX@,3\$Q+C Q+L*@\$1%1DE.251)3TY3
M+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIS
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!5;FQE<W,@=&AE(&-O
M;G1E>'0@;W1H97)W:7-E(&-L96%R;'D@:6YD:6-A=&5S+"IT:&4@=VJR9',@
M86YD('IH<F%S97,@=7-E9"!!;BIT:&ES(&-H87!T97(@87)E(&1E9FEN960@
M87,@9FJL;&JW<SH\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3IP="(^PJ\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR
M(C["H,*@PJ H82G"H,*@PJ#B@)P\<WIA;BIS='EL93TB9FJN="UW96EG:'0Z
M(&)O;&0[9FJN="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<W!L87DZ(&EN;&EN93LB/D%M8FEE;G0@3FJ]<V4\+W-P86X^/-P86X@

M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;FJR;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/N* G2II
M<R!T:&4@8VJM<&]S:71E(&]F(&YO:7-E(&9R;VT@86QL('O=7)C97,@;F5A
M<B!A;F0@9F%R(&EN(&\$@9VEV96X@96YV:7)O;FUE;G0L(&5X8VQU<VEV92!O
M9B!O8V-A<VEO;F%L(&%N9"!T<F%N<VEE;G0@:6YT<G5S:79E(&YO:7-E('O
M=7)C97,@86YD(&]F('1H92!P87)T:6-U;&%R(&YO:7-E('O=7)C92!O<B!S
M;W5R8V5S('1O(&)E(&UE87-U<F5D+B!!;6)I96YT(&YO:7-E('H86QL(&)E
M(&%V97)A9V5D(&]V97(@82!P97)I;V0@;V8@870@;&5A<W0@,34@;6EN=71E
M<R!A="!A(&QO8V%T:6]N(&%N9"!T:6UE(&]F(&1A>2!C;VUP87)A8FQE('1O
M('1H870@9'5R:6YG('=H:6-H('1H92!M96%S=7)E;65N="!!<R!T86ME;B!O
M9B!T:&4@<&%R=&EC=6QA<B!N;VES92!S;W5R8V4@8F5I;F<@;65A<W5R960N
M(#PO<W!A;CX!<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US
M='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/BA!;65N9&5D(&)Y(\$]R9"X@3F!N(#\$U-BPS-C,L(\$5F9BX@,R!R
M.2X,BX!/"JS<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"^/&1I=B!S='EL93TB:6%R9VEN+6)O='1O;3TQ,!T(C["H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"^/&1I=B!C;&%S<STB
M3#(B/L* @PJ#"H"AB*<* @PJ#"H.* G#QS<&%N('T>6QE/2)F;VYT+7=E:6=H
M=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^0V]M;65R8VEA;"!0=7)P;W-E"]S<&%N
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD:7-P;&%Y.B!!;FQI;F4[
M(C[B@)T@:7,@=&AE('5S92P@;W!E<F%T:6]N+"!O<B!M86EN=&5N86YC92!O
M9B!A;GD@<V]U;F0@86UP;&EF>6EN9R!E<75!<&UE;G0@9F]R('1H92!P=7)P
M;W-E(&]F(&%D=F5R=&ES:6YG(&%N>2!B=7-I;F5S<RP@9V]O9',L(&]R('E
M<G9I8V5S+"!O<B!F;W(@=&AE('!U<G!O<V4@;V8@871T<F%C=&EN9R!T:&4@
M871T96YT:6]N(&]F('1H92!P=6)L:6,@=&L(&%D=F5R=&ES:6YG(&9O<BP@
M;W(@<V]L:6-I=&EN9R!P871R;VYA9V4@;W(@8W5S=&]M97)S('1O(&]R(&9O
M<B!A;GD@<&5R9F]R;6%N8V4L('H;W<L(&5N=&5R=&%!;FUE;G0L(&5X:&EB
M:71I;VXL(&]R(&5V96YT+"!O<B!F;W(@=&AE('!U<G!O<V4@;V8@9&5M;VYS
M=')A=&EN9R!S=6-H('O=6YD(&5Q=6EP;65N="X@/"JS<&%N/CQS<&%N('T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@
M8GD@3W)D+B!;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^")D
M:78^")D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX!9&EV('T>6QE
M/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L* @/"JD:78^")D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX!9&EV(&-L87-S/2),,B(^PJ#"H,* @*&,IPJ#"H
MH,* @XH"<'P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD:7-P;&%Y.B!!;FQI
M;F4[(CY\$96-!8F5L")JS<&%N/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@
M;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N
M93MD:7-P;&%Y.B!!;FQI;F4[(C[B@)T@*1**2!!<R!A('5N:70@;V8@;&5V
M96P@=VAI8V@@@9&5N;W1E<R!T:&4@<F%T:6\@8F5T=V5E;B!T=V\@*#(I('%U

M86YT:71I97,@=VAI8V@@@87)E('IR;WIO<G1I;VYA;"IT;RIP;W=E<CL@=&AE
M(&YU;6)E<BIO9BID96-I8F5L<RIC;W)R97-P;VYD:6YG('1O('1H92!R871I
M;RIO9BIT=V\@*#(I(&%M;W5N=',@;V8@<&]W97(@:7,@=&5N("@Q,"D@=&EM
M97,@=&AE(&QO9V%R:71H;2IT;RIT:&4@8F%S92 H,3 I(&]F('1H:7,@<F%T
M:6W(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$]R9"X@3F\N(#\$U-BPS-C,L(\$5F9BX@
M,R\R.2V,BX!/"J]S<%%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ;'IT(C]"H#PO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S
M<STB3#(B/L* @PJ#"H"AD* <* @PJ#"H.* G#QS<%%N('T>6QE/2)F;VYT+7=E
M:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^16UE<F=E;F-Y(%=O<FL\+W-P86X^
M/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@
M;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB
M/N* G2!<R!W;W)K(&UA9&4@:F5C97-S87)Y('1O(')E<W1O<F4@<')O<&5R
M='D@=&@\@82!S869E(&-O;F1I=&EO;B!F;VQL;W=I;F<@82!P=6)L:6,@8V%L
M86UI='D@;W(@=V]R:R!R97%U:7)E9"IT;R!P<F]T96-T('!E<G-O;G,@;W(@
M<')O<&5R='D@9G)O;2!A;B!;6UI;F5N="!E>'!O<W5R92!T;R!D86YG97(L
M(&]R('=O<FL@8GD@<')I=F%T92!O<B!P=6)L:6,@=71I;&ET:65S('=H96X@
M<F5S=&]R:6YG('5T:6QI='D@<V5R=FEC92X@/"J]S<%%N/CQS<%%N('T>6QE
M/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@8GD@
M3W)D+B!;RX@;34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"J]D:78^
M/"J]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M
M87)G:6XM8F]T=&]M/3\$P<'0B/L* @/"J]D:78^/"J]D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,* @*&4IPJ#"H,* @
MXH"<' -P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!;FQ!;F4[
M(CY);7!U;' -I=F4@4V]U;F0\+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I
M9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/N* G2!<R!S;W5N9"!O9B!S:&]R
M="!D=7)A=&EO;BP@=7-U86QL>2!L97-S('1H86X@;VYE('E8V]N9"P@=VET
M:"!A;B!A8G)U<'0@;VYS970@86YD(')A<&ED(&1E8V%Y+B! ">2!W87D@;V8@
M97AA;7!L92#B@)P\+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B
M;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD
M:7-P;&%Y.B!;FQ!;F4[(CY!;7!U;' -I=F4@<V]U;F0\+W-P86X^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/N* G2!S
M:&%L;"!;F-L=61E+"!B=70@<VAA;&P@;F]T(&)E(&Q!;6ET960@=&\L(&5X
M<&QO<VEO;G,L(&UU<VEC86P@8F%S92!D<G5M(&)E871S+"!O<B!T:&4@9&ES
M8VAA<F=E(&]F(&9!<F5A<FUS+B \+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M
M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I

M;VXZ;FJN93MD:7-P;%%Y.B!!;FQI;F4[(CXH06UE;F1E9"IB>2!/<F0N(\$YO
M+B Q-38L,S8S+"!%9F8N(#,O,CDO.#(N*3PO<WIA;CX\+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB
M;W1T;VTJ,3IP="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H9BG"H,*@PJ#B@)P\<WIA
M;B!S='EL93TB9FJN="UW96EG:'0Z(&)O;&0[9FJN="US='EL93H@;FJR;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/DUO=&JR
M(%9E:&EC;&4\+W-P86X^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M
M86P[9FJN="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I
M<WIL87DZ(&EN;&EN93LB/N* G2!!;F-L=61E<RP@8G5T('H86QL(&YO="IB
M92!L:6UI=&5D('1O+"IA=71O;6JB:6QE<RP@=)U8VMS+"IM;W1O<F-Y8VQE
M<RP@;6EN:6)!:V5S(%%N9"!G;RUC87)T<RX@/"JS<%%N/CQS<%%N('T>6QE
M/2)F;VYT+7=E:6=H=#H@8FJL9#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD
M96-O<F%T:6JN.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@8GD@
M3W)D+BI.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"JD:78^
M/"JD:78^/81I=BIC;%%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M
M87)G:6XM8FJT=&JM/3\$P<'0B/L*@"JD:78^/"JD:78^/81I=BIC;%%S<STB
M3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2).,B(^PJ#"H,*@*<IPJ#"H,*@
MXH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;%%Y.B!!;FQI;F4[
M(CY.;VYC;VUM97)C:6%L(%IU<GIO<V4\+W-P86X^/-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.BIN;W)M86P[9FJN="US='EL93H@;FJR;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/N* G2!!<RIT:&4@=7-E
M+"IO<&5R871I;VXL(&JR(&UA:6YT96YA;F-E(&JF(&%N>2!S;W5N9"IE<75I
M<&UE;G0@9FJR(&JT:&5R('1H86X@82#B@)QC;VUM97)C:6%L('IU<GIO<V7B
M@)TN(. * G\$YO;F-O;6UE<F-I86P@<'5R<&JS9>* G2IS:&%L;"IM96%N(&%N
M9"!!;F-L=61E+"IB=70@<VAA;&P@;FJT(&)E(&QI;6ET960@=&IL('IH:6QA
M;G1H<FJP:6,L('IO;&ET:6-A;"P@<&%T<FEO=&EC+"IA;F0@8VAA<FET86)L
M92!P=7)P;W-E<RX@/"JS<%%N/CQS<%%N('T>6QE/2)F;VYT+7=E:6=H=#H@
M8FJL9#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6JN.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@8GD@3W)D+BI.;RX@,34V+#,V
M,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"JD:78^/"JD:78^/81I=BIC;%%S
M<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P
M<'0B/L*@"JD:78^/"JD:78^/81I=BIC;%%S<STB3FJR;6%L+4QE=F5L(CX\
M9&EV(&-L87-S/2).,B(^PJ#"H,*@*<IPJ#"H,*@XH"</'-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8VJR871I;VXZ;FJN93MD:7-P;%%Y.B!!;FQI;F4[(CY/8W1A=F4@0F%N9"!.
M;VES92!!;F%L>7IE<CPO<WIA;CX\<WIA;B!S='EL93TB9FJN="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6JN.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^XH"=(&ES(&%N(&EN<W1R=6UE;G0@9FJR
M(&UE87-U<F5M96YT(&JF('O=6YD(&QE=F5L<R!!;B!O8W1A=F4@9G)E<75E
M;F-Y(&)A;F1S('H:6-H('A=&ES9FEE<RIT:&4@<&5R=&EN96YT(')E<75I
M<F5M96YT<RIF;W(@0VQA<W,@24D@;V-T879E(&)A;F0@86YA;'EZ97)S(&JF

M('1H92!!;65R:6-A;B!;871I;VYA;"!3=%%N9&%R9"!3<&5C:69I8V%T:6]N
M<RIF;W(@3V-T879E+"!(86QF+4]C=%%V92P@86YD(%1H:7)D+4]C=%%V92!"
M86YD(\$9I;'1E<G,L(%Q+C\$Q+3\$Y-C8@;W(@=&AE(&UO<W0@<F5C96YT(')E
M=FES:6]N('1H97)E;V8N(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG
M:'0Z(&)O;&0[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN
M;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$]R9"X@3F\N(#\$U
M-BPS-C,L(\$5F9BX@,R\I.R.2\X,BX\I/"]S<%%N/CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^&1I=BIS='EL93TB;6%R9VEN+6)O='1O
M;3TQ;'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^&1I=BIC;%%S<STB3#(B/L* @PJ#"H"AI*<* @PJ#"H.* G#QS<%%N('T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^4&5R<V]N/"]S
M<%%N/CQS<%%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y
M; &4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P; &%Y.BII;FQI
M;F4[(C[B@)T@:7, @82!P97)S;VXL(&9I<FTL(&%S<V]C:6%T:6]N+"!C;RUP
M87)T;F5R<VAI<"P@:F]I;G0@=F5N='5R92P@8V]R<&]R871I;VXL(&]R(&%N
M>2!E;G1I='DL('!R:79A=&4@;W(@<'5B;&EC(&EN(&YA='5R92X@/"]S<%%N
M/CQS<%%N('T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.BIN
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M*\$%M96YD960@8GD@3W)D+BI.;RX@,34V+#+,V,RP@169F+B S+S(Y+S@R+BD\
M+W-P86X^/"D:78^/"D:78^&1I=BIC;%%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L* @/"D:78^/"D:78^
M/&1I=BIC;%%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2).,B(^PJ#"
MH,* @*&HIPJ#"H,* @XH<"/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P
M; &%Y.BII;FQI;F4[(CY3;W5N9"!;7IL:69Y:6YG(\$5Q=6EP;65N=#PO<W!A
M;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE
M.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE
M.R(^XH"=(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[
M9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$]R9"X@3F\N(#\$U-BPS-C,L(\$5F
M9BX@,R\I.R.2\X,BX\I(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^:7, @86YY(&UA8VAI;F4@;W(@9&5V:6-E
M(&9O<BIT:&4@86UP;&EF:6-A=&EO;BIO9BIT:&4@:'5M86X@=F]I8V4L(&UU
M<VEC(&]R(&%N>2!O=&AE<BIS;W5N9"P@8G5T('H86QL(&YO="!;F-L=61E
M.CPO<W!A;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).,W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3IP="(^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).,W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPS(C["
MH,* @PJ Q+L* @PJ#"H\$%U=&]M;V)I;&4@<F%D:6]S+"!S=&5R96\@<&QA>65R
M<R!O<BIT96QE=FES:6]N('E8V5I=F5R<R!W:&5N('5S960@86YD(&AE87)D
M(&]N;'D@8GD@=&AE(&]C8W5P86YT<R!O9BIT:&4@=F5H:6-L92!!;B!W:&EC
M:"IT:&4@<V%M92!!<R!!;G-T86QL960N/"D:78^/"D:78^&1I=BIC;%%S

M<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&]M/3\$P
M<'0B/L*@"D:78^/"D:78^/1=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\
M9&EV(&-L87-S/2),,R(^PJ#"H,*@,B["H,*@PJ!2861I;RP@<W1E<F5O('!L
M87EE<G,L('!H;VYO9W)A<&AS(&JR('1E;&5V:7-I;VX@<F5C96EV97)S('5S
M960@:6X@86YY(&AO=7-E(&JR(&%P87)T;65N="!W:71H:6X@86YY(')E<VED
M96YT:6%L('!O;F4@;W(@=VET:&EN(#4P,"!F965T('1H97)E;V8N/"D:78^
M/"D:78^/1=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),
M,R(^PJ#"H,*@,R["H,*@PJ!787)N:6YG(&1E=FEC97,@;VX@96UE<F=E;F-Y
M('9E:&EC;&5S+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/1=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,"!T(C["H#PO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/1=B!C;&%S<STB3#,B
M/L*@"PJ#"H#0NPJ#"H,*@2&JR;G,@;W(@;W1H97(@=V%R;FEN9R!D979I8V5S
M(&%U=&AO<FEZ960@8GD@;&%W(&JN(&%N>2!V96AI8VQE('=H96X@=7-E9"!F
M;W(@=)A9F9I8R!P=7)P;W-E<RX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3IP="(^
MPJ\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2),,W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(C["H,*@PJ H:RG"H,*@PJ#B@)P\<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z(&)O;&0!9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/E-O=6YD(\$QE=F5L")S<&%N
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD:7-P;&%Y.B!;FQI;F4[
M(C[B@)T@\$YO:7-E(&QE=F5L*2!;B!D96-I8F5L<R H9\$(I(&ES('1H92!S
M;W5N9"!M96%S=7)E9"!W:71H('1H92#B@)Q!XH"=('=E:6=H=&EN9RIA;F0@
M<VQO=R!R97-P;VYS97,@8GD@82!S;W5N9"!L979E;"!M971E<CL@97AC97!T
M(&9O<B!;7!U;'-I=F4@;W(@<F%P:61L>2!V87)Y:6YG('O=6YD<RP@=&AE
M(&9A<W0@<F5S<&JN<V4@<VAA;&P@8F4@=7-E9"X@/"J]S<&%N/CQS<&%N('T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@
M8GD@3W)D+B!;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"D
M:78^/"D:78^/1=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE
M/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L*@"D:78^/"D:78^/1=B!C;&%S
M<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&PIPJ#"H
MH,*@XH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD:7-P;&%Y.B!;FQI
M;F4[(CY3;W5N9"!L,979E;"!-971E<CPO<W!A;CX\<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O
M<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^XH"=(&ES(&%N(&EN<W1R
M=6UE;G0@:6YC;'5D:6YG(\$&@;6EC<FJP:&JN92P@86X@86UP;&EF:65R+"!A
M;B!O=71P=70@;65T97(L(&%N9#"B@)Q!XH"=(&9R97%U96YC>2!W96EG:'1I
M;F<@;F5T=VJR:R!F;W(@=&AE(&UE87-U<F5M96YT(&]F('O=6YD(&QE=F5L
M<R!W:&EC:"!S871I<V9I97,@=&AE('!E<G1I;F5N="!R97%U:7)E;65N=',@
M9FJR(%1Y<&4@4S)I(&UE=&5R<R!;B!;65R:6-A;B!3=&%N9&%R9"!3<&5C
M:69I8V%T:6]N<R!F;W(@<V]U;F0@;&5V96P@;65T97)S(&EN(%Q+C0M,3DW

M,2!O<B!T:&4@;6]S="!R96-E;G0@<F5V:7-I;VX@=&AE<F5O9BX@/'"]S<&%N
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M*\$%M96YD960@8GD@3W)D+BI.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\
M+W-P86X^/'"]D:78^/'"]D:78^/!I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L* @/'"]D:78^/'"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2).,B(^PJ#"
MH,*@*&TIPJ#"H,*@XH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P
M;&%Y.B!;FQI;F4[(CY3;W5N9"!4<G5C:SPO<W!A;CX\<W!A;B!S='EL93TB
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^XH")=(&ES(&%N>2!M
M;W1O<B!V96AI8VQE+"!O<B!A;GD@;W1H97(@=F5H:6-L92IR96=A<F1L97-S
M(&]F(&UO=&EV92!P;W=E<BP@=VAE=&AE<B!;B!M;W1I;VX@;W(@<W1A=&EO
M;F%R>2P@=VAI8V@ @8V%R<FEE<RP@:7,@97%U:7!P960@=VET:"P@;W(@=VAI
M8V@ @:&%S(&UO=6YT960@=&AE<F5O;BP@;W(@871T86-H960@=&AE<F5T;RP@
M86YY('O=6YD(&%M<&QI9GEI;F<@97%U:7!M96YT+B \+W-P86X^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT
M97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!;FQI;F4[(CXH06UE;F1E
M9"!B>2!/<F0N(\$YO+B Q-38L,S8S+"!%9F8N(#,O,CDO.#(N*3PO<W!A;CX\
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y
M;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H;BG"
MH,*@PJ \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL
M93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN
M93LB/E-U<'!L96UE;G1A<GD@1&5F:6YI=&EO;G,@;V8@&5&5C:&YI8V%L(%1E
M<FUS/'"]S<&%N/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.B!;FQI;F4[(CXNPJ @1&5F:6YI=&EO;G,@;V8@=&5C:&YI8V%L('1E<FUS
M(&YO="!D969I;F5D(&AE<F5I;B!S:&%L;"!B92!O8G1A:6YE9"!F<F]M(\$%M
M97)I8V%N(%-T86YD87)D(\$%C;W5S=&EC86P@5&5R;6EN;VQO9WD@4S\$M,2TQ
M.3<Q(&]R('1H92!M;W-T(')E8V5N="IR979I<VEO;B!T:&5R96]F+B \+W-P
M86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!;FQI;F4[
M(CXH06UE;F1E9"!B>2!/<F0N(\$YO+B Q-38L,S8S+"!%9F8N(#,O,CDO.#(N
M*3PO<W!A;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@
M+SX\9&EV(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA;64]([D!\$7S\$Q,2XP
M,BXB(&ED/2)*1%\Q,3\$N,#(N(B!T:71L93TB,3\$Q+C R+B(@+SY314,N(#\$Q
M,2XP,B["H"!33U5.1"!1,159%3"!-14%355)%345.5"!04D]#14154D4@04Y\$
M(\$-2251%4DE!+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E

M;"^/&1l=C["H,*@PJ \<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&)O;&0[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1l<WIL
M87DZ(&EN;&EN93LB/BA4:71L92!A;65N9&5D(&)Y(\$]R9"X@3F\N(#\$U-BPS
M-C,L(\$5F9BX@,R\R.2\X,BXI/"S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1l=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ
M,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1l=C["H,*@PJ H82G"H,*@PJ \<WIA;BIS='EL93TB9F]N="UW96EG:'0Z
M(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1l<WIL87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$]R9"X@3F\N(#\$U-BPS
M-C,L(\$5F9BX@,R\R.2\X,BXIPJ @/"S<&%N/CQS<&%N('T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR
M871l;VXZ;F]N93MD:7-P;&%Y.BII;FQI;F4[(CYI;GD@<V]U;F0@;&5V96P@
M;65A<W5R96UE;G0@;6%D92!P=7)S=6%N="IT;RIT:&4@<')O=FES:6]N<RIO
M9BIT:&ES(&-H87!T97(@<VAA;&P@8F4@;65A<W5R960@=VET:"IA('O=6YD
M(&QE=F5L(&UE=&5R('5S:6YG('1H92#B@)Q!XH"=('E:6=H=&EN9RIA;F0@
M<F5S<&]N<V4@87,@:6YD:6-A=&5D(&EN(%-E8W1l;VX@,3\$Q+C Q*&LI(&]F
M('1H:7,@87)T:6-L92Xl+W-P86X^/"D:78^/"D:78^/&1l=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B
M/L*@"/"D:78^/"D:78^/&1l=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@"PJ#"H\$5X8V5P="IW:&5N(&EM<')A8W1l8V%L+"IT:&4@;6EC<F]P:&]N
M92!S:&%L;"!B92!L;V-A=&5D(&9O=7(@=&\@9FEV92!F965T(&%B;W9E('1H
M92!G<F]U;F0@86YD('1E;B!F965T(&]R(&UO<F4@9G)O;2!T:&4@;F5A<F5S
M="IR969L96-T:79E('U<F9A8V4NPJ @2&]W979E<BP@:6X@=&AO<V4@8V%S
M97,@=VAE<F4@86YO=&AE<B!E;&5V871l;VX@:7,@9&5E;65D(&%P<')O<')I
M871E9"P@=&AE(&QA='1E<B!S:&%L;"!B92!U=&EL:7!E9"Xl+V1l=CXl+V1l
M=CX\9&EV(&-L87-S/2);W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VT];3!P="(^PJ \+V1l=CXl+V1l=CX\9&EV(&-L87-S/2);W)M
M86PM3&5V96PB/CQD:78^PJ#"H,*@26YT97)l;W(@<V]U;F0@;&5V96P@;65A
M<W5R96UE;G1S('H86QL(&)E(&UA9&4@870@82!P;VEN="IA="!L96%S="!F
M;W5R(&9E970@9G)O;2!T:&4@=V%L;"P@8V5l;&EN9RP@;W(@9FQO;W(@;F5A
M<F5S="IT:&4@;F]l<V4@<V]U<F-E+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1l=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1l
M=C["H,*@PJ#86QI8G)A=&EO;B!O9BIT:&4@<V]U;F0@;&5V96P@;65T97(L
M('5T:6QI>FEN9RIA;B!A8V]U<W1l8R!C86QI8G)A=&]R('H86QL(&)E('!E
M<F9O<FUE9"!!;6UE9&EA=&5L>2!P<FEO<B!T;R!R96-O<F1l;F<@86YY('O
M=6YD(&QE=F5L(&1A=&\$NPJ @5&AE(&%M8FEE;G0@;F]l<V4@;&5V96P@86YD
M('1H92!L979E;"!O9B!A('IA<G1l8W5L87(@;F]l<V4@8F5l;F<@;65A<W5R
M960@<VAA;&P@8F4@=&AE(&YU;65R:6-A;"IA=F5R86=E(&]F(&YO:7-E(&UE
M87-U<F5M96YT<R!T86ME;B!A="IA(&=I=F5N(&QO8V%T:6]N(&1U<FEN9RIA
M(&=I=F5N('1l;64@<&5R:6]D+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1l=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["
MH#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1l=C["

MH,*@PJ H8BG"H,*@PJ \<WIA;BIS='EL93TB9FJN='UW96EG:'0Z(&)O;&0[
M9FJN="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL
M87DZ(&EN;&EN93LB/BAI;65N9&5D(&Y(\$JR9"X@3F\N(#\$U-BPS-C,L(\$5F
M9BX@,R\ R.2\X,BXI(#PO<WIA;CX\<WIA;BIS='EL93TB9FJN="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6JN.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^5VAE<F4@=&AE('O=6YD(&%L;&5G960@
M=&\@8F4@;V9F96YD:6YG(&ES(&JF(&\$@='EP92IO<BIC:&%R86-T97(@<V5T
M(&9O<G1H(&E);&JW+"IT:&4@9FJL;&JW:6YG('9A;'5E<RIS:&%L;"IB92IA
M9&1E9"IT;RIT:&4@<VJU;F0@;&5V96P@;65A<W5R96UE;G0@;V8@=&AE(&JF
M9F5N9&EN9RIN;VES93H\+W-P86X^"JD:78^"JD:78^/&1I=BIC;&%S<STB
M3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B
M/L*@"JD:78^"JD:78^/&1I=BIC;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV
M(&-L87-S/2),B(^/&1I=BIS='EL93TB(CX-"@D)"0D)"0D)"0DQ+L*@(*@
MPJ#"H\$5X8V5P="IF;W(@;FJ\<V4@96UA;F%T:6YG(&9R;VT@86YY(&5L96-T
M<FEC86P@=")A;G-F;W)M97(@;W(@9V%S(&UE=&5R:6YG(&%N9"IP<F5S<W5R
M92IC;VYT<FJL(&5Q=6EP;65N="IE>&ES=&EN9RIA;F0@:6YS=&%L;&5D("IR
M:6JR('1O('1H92IE9F9E8W1I=F4@9&%T92IO9BIT:&4@;W)D:6YA;F-E(&5N
M86-T:6YG('1H:7,@8VAA<'1E<BP@86YY('T96%D>2IT;VYE('I=&@@@875D
M:6)L92IF=6YD86UE;G1A;"IF<F5Q=65N8WD@;W(@;W9E<G1O;F5S(&AA=F4@
M,C P(\$AZPJ#"H,*@*S4\+V1I=CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3IP="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(CX\9&EV('T>6QE/2(B/@T*"0D)"0D)"0D)"3(NPJ @4F5P
M96%T960@:6UP=6QS:79E(&YO:7-EPJ#"H,*@*S4\+V1I=CX\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VTJ,3IP="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(CX\9&EV('T>6QE/2(B/@T*"0D)
M"0D)"0D)"3,NPJ @PJ#"H,*@3FJ\<V4@;V-C=7)R:6YG(&UO<F4@=&AA;B U
M(&)U="IL97-S('1H86X@,34@:6EN=71E<R!!;BIA;GD@<&5R:6JD(&JF(#8P
M(&-O;G-E8W5T:79E(&UI;G5T97,@8F5T=V5E;BIT:&4@;&JU<G,@;V8@-SHP
M,"IA+FTN(&%N9" Q,#HP,"IP+FTN(&JF(&%N>2ID87G"H,*@PJ M-3PO9&EV
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIS
M='EL93TB;6%R9VEN+6)O='1O;3TQ,"IT(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIC;&%S<STB3#(B/CQD:78@<W1Y
M;&4](B(^#0H)"0D)"0D)"0D)-["H"!;VES92IO8V-U<G)I;F<@9FEV92IM
M:6YU=&5S(&JR(&QE<W,@:6X@86YY('IE<FEO9"IO9B V,"IC;VYS96-U=&EV
M92IM:6YU=&5S+"IB971W965N('1H92IH;W5R<R!O9B W.C P(&\$N;2X@86YD
M(\$P.C P(' N;2X@;V8@86YY(&1A><*@PJ#"H"JU"JD:78^"JD:78^"JD
M:78^/&1I=BIC;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H#QS<&%N
M('T>6QE/2)F;VYT+7=E:6=H=#H@8FJL9#MF;VYT+7-T>6QE.BIN;W)M86P[
M=&5X="UD96-O<F%T:6JN.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD
M960@8GD@3W)D+B!;RX@,38Q+#4W-"P@169F+B Y+S@O.#8N*3PO<WIA;CX\
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y

M;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#H,*@*&,IPJ#H,*@1FJR('1H
M;W-E(&-A<V5S('=H97)E(&%N(&JB:F5C=&EO;F%B;&4@;FJl<V4@:7,@8VQE
M87)L>2!A=6118FQE+"IB=70@=VAE<F4@=&AE(&QE=F5L(&JF(&%M8FEE;G0@
M;FJl<V4@9&JE<R!N;W0@<&5R;6ET(&1i<F5C="!Q=6%N=&%T:79E('O=6YD
M(&QE=F5L(* G\$B@)T@;65A<W5R96UE;G1S(&JF('1H92!O8FIE8W1I;VYA
M8FQE(&YO:7-E+"IS;W5N9"IM96%S=7)E;65N=',@;6%Y(&)E('!E<F9O<FUE
M9"!U=&EL:7II;F<&86X@;V-T879E(&)A;F0@<VJU;F0@86YA;'EZ97(@=&\@
M9&5T97)M:6YE('O=6YD(&QE=F5L(* G\$B@)T@;&EM:71S(&%S(&EN9&EC
M871E9"!I;BIT:&4@5&%B;&4@22!B96QO=R["H"l4:&ES('1A8FQE(&ES('5S
M960@=&\@8VJN=F5R="IT:&4@<VJU;F0@<)E<W-U<F4@;&5V96P@;65T97(@
M<F5A9&EN9W,@:6X@9\$(@9FJR(&5A8V@&8F%N9"IT;R!34\$P@:6X@9\$(H02D@
M9FJR(&5A8V@&8F%N9"X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^/1I=B!S
M='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\82!N86UE/2)*1%Q,3\$N,#)4
M(B!I9#TB2D1?,3\$Q+C R5"(@=&ET;&4](C\$Q,2XP,E0B("V'-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CY404),12I)"]S
M<&%N/CPO9&EV/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N
M('T>6QE/2)F;VYT+7=E:6=H=#H@8FJL9#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^3T-4059%
M(\$)!3D0@3D]4T4@5D%,5453(\$-/4E)%4U!3D1)3D<@5\$@4T]53D0@3\$56
M14P@XH"<0>* G2!604Q515,+W-P86X^"]D:78^"]D:78^"]D:78^/&1I
M=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT
M=&JM/3\$P<'0B/L*@""]D:78^"]D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE
M=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@"1A8FQE
M(&-E;&QS<&%C:6YG/2(P(B!S='EL93TB8FJR9&5R+6-O;&QA<'E.B!C;VQL
M87!S93MM87)G:6XM=&JP.BXP,C)I;CMM87)G:6XM8FJT=&JM.BXP,C)I;CMP
M861D:6YG+6QE9G0Z,"XP,VEN.V)O<F1E<BUL969T.C\$N-7!T('O;&ED("P
M,# P,# [<&%D9&EN9RUT;W Z,"XP,VEN.V)O<F1E<BUT;W Z,2XU<'0@<VJL
M:60@ (S P,# P,#MP861D:6YG+7)I9VAT.C N,#-I;CMB;W)D97(M<FEG:'0Z
M,2XU<'0@<VJL:60@ (S P,# P,#MP861D:6YG+6)O='1O;3HP+C S:6X[8FJR
M9&5R+6)O='1O;3HQ+C5P="IS;VQI9" C,# P,# P.R(^/&-O;"IW:61T:#TB
M-C\$N,S,S,S,S,S,S,S,S,S,S,V<'@B("V/&-O;"IW:61T:#TB-C\$N,S,S,S,S,S
M,S,S,S,S,S,S,S,S,S,S,V<'@B("V/&-O;"IW:61T:#TB-C\$N,S,S,S,S,S,S,S,S,S,V
M<'@B("V/&-O;"IW:61T:#TB-C\$N,S,S,S,S,S,S,S,S,S,S,S,S,S,S,V<'@B("V/&-O
M;"IW:61T:#TB-C\$N,S,S,S,S,S,S,S,S,S,S,S,S,S,S,V<'@B("V/&-O;"IW:61T:#TB
M-C\$N,S,S,S,S,S,S,S,S,S,S,S,S,S,S,V<'@B("V/&-O;"IW:61T:#TB-C\$N,S,S,S,S
M,S,S,S,S,S,S,S,S,S,S,S,S,S,S,V<'@B("V/&-O;"IW:61T:#TB-C\$N,S,S,S,S,S,S,S
M<'@B("V/&-O;"IW:61T:#TB-C\$N,S,S,S,S,S,S,S,S,S,S,S,S,S,S,V<'@B("V/&-O
M;"IW:61T:#TB-C\$N,S,S,S,S,S,S,S,S,S,S,S,S,S,S,V<'@B("V/"JT86)L93X\9&EV

M(&-L87-S/2)I9G)A;64B/CQT86)L92!C96QL<W!A8VEN9STB,"(@<W1Y;&4]
M(F)O<F1E<BUC;VQL87IS93H@8V]L;&%P<V4[;6%R9VEN+71O<#HN,#(R:6X[
M;6%R9VEN+6)O='1O;3HN,#(R:6X[<&%D9&EN9RUL969T.C N,#-I;CMB;W)D
M97(M;&5F=#HQ+C5P="IS;VQI9" C,# P,# P.WIA9&1I;F<M=&]P.C N,#-I
M;CMB;W)D97(M=&]P.C\$N-7!T('O;&ED("P,# P,# P[#<&%D9&EN9RUR:6=H
M=#HP+C S:6X[8F]R9&5R+7)I9VAT.C\$N-7!T('O;&ED("P,# P,# P[#<&%D
M9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@
M(S P,# P,#LB/CQC;VP@=VED=&@)(C8Q+C,S,S,S,S,S,S,S,S-S-GIX(B O
M/CQC;VP@=VED=&@)(C8Q+C,S,S,S,S,S,S,S,S,S-S-GIX(B O/CQC;VP@=VED
M=&@)(C8Q+C,S,S,S,S,S,S,S,S,S-S-GIX(B O/CQC;VP@=VED=&@)(C8Q+C,S
M,S,S,S,S,S,S,S,S-S-GIX(B O/CQC;VP@=VED=&@)(C8Q+C,S,S,S,S,S,S,S
M,S,S-S-GIX(B O/CQC;VP@=VED=&@)(C8Q+C,S,S,S,S,S,S,S,S-S-GIX(B O
M/CQC;VP@=VED=&@)(C8Q+C,S,S,S,S,S,S,S,S,S-S-GIX(B O/CQC;VP@=VED
M=&@)(C8Q+C,S,S,S,S,S,S,S,S,S-S-GIX(B O/CQC;VP@=VED=&@)(C8Q+C,S
M,S,S,S,S,S,S,S,S-S-GIX(B O/CQC;VP@=VED=&@)(C8Q+C,S,S,S,S,S,S,S
M,S,S-S-GIX(B O/CQT<CX\=&0@<W1Y;&4)(GIA9&1I;F<M;&5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I
M;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P
M.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED("P,# P,# P,[8F]R9&5R+6QE9G0Z
M,7!T('O;&ED("P,# P,# P,[8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P
M,# P.R(^&1I=CX\<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ
M(&EN;&EN93LB/E-O=6YD(\$QE=F5L/"JS<&%N/CPO9&EV/CPO=&0^/'1D(&-O
M;'-P86X)(CDB('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M
M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O
M;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI
M9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD
M:78^/1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BIS='EL
M93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/D]C=&%V92!'86YD
M(%-O=6YD(%!R97-S=7)E(\$QE=F5L+"!D0B!R92 N,# P,B!D>6YE+V-M/"JS
M<&%N/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE
M.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[=F5R=&EC86PM86QI9VXZ
M('U<&5R.V1I<WIL87DZ(&EN;&EN93MF;VYT+7->F4Z.7!T.R(^,CPO<WIA
M;CX\+V1I=CX\+V1I=CXI9&EV/CQD:78@<W1Y;&4)(G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/'-P86X@<W1Y;&4)(F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!;FQI
M;F4[(CY/8W1A=F4@0F%N9"!#96YT97(@1G)E<75E;F-Y(&EN(\$AZ/"JS<&%N
M/CPO9&EV/CPO9&EV/CPO=&0^/"JT<CX\='(^/'1D('T>6QE/2)P861D:6YG
M+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P

M.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ
M<'0@<VJL:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S:6X[8F]R9&5R
M+6)O='1O;3HQ+C5P="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE
M/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H
M=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ
M;FJN93MD:7-P;&%Y.BII;FQI;F4[(C[B@)Q!XH"=/"S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I
M;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<VJL:60@(S P,# P,#MB;W)D
M97(M8FJT=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<VJL:60@(S P,# P,#MP
M861D:6YG+6)O='1O;3HP+C S:6X[8F]R9&5R+6)O='1O;3HQ+C5P="IS;VQI
M9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI
M;F4[(CXS,2XU/"S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<VJL:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S:6X[
M8F]R9&5R+6)O='1O;3HQ+C5P="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV
M('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT
M+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR
M871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXV,SPO<WIA;CX\+V1I=CX\
M+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED("P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<VJL:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED("P,# P,# [
M<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<VJL
M:60@(S P,# P,#LB/CQD:78^/&1I=BI\$='EL93TB=&5X="UA;&EG;CIC96YT
M97([(CX\<WIA;BI\$='EL93TB9FJN="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^,3(U/"S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<VJL:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S:6X[
M8F]R9&5R+6)O='1O;3HQ+C5P="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV
M('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT
M+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR

M871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXR-3 \+W-P86X^/"]D:78^
M/""]D:78^/""]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M
M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O
M<F1E<BUB;W1T;VTZ,7!T('O;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7!T
M('O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P
M.W!A9&1I;F<M8FJT=&]M.C N,#-I;CMB;W)D97(M8FJT=&]M.C\$N-7!T('O
M;&ED("P,# P,# [(CX!9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US
M='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/C4P,#PO<W!A;CX!+V1I=CX!+V1I=CX!+W1D/CQT9"IS='EL93TB
M<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D
M:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT
M;W Z,7!T('O;&ED("P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M<FEG:'0Z,7!T('O;&ED("P,# P,# [<&%D9&EN9RUB;W1T;VTZ,"XP,VEN
M.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@(S P,# P,#LB/CQD:78^/1I
M=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX!<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O
M<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,3 P,#PO<W!A;CX!+V1I
M=CX!+V1I=CX!+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN
M9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED("P,# P,# [
M8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED("P,# P
M,# [<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@
M<V]L:60@(S P,# P,#LB/CQD:78^/1I=B!S='EL93TB=&5X="UA;&EG;CIC
M96YT97([(CX!<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT
M+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^,C P,#PO<W!A;CX!+V1I=CX!+V1I=CX!+W1D/CQT9"IS='EL
M93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E
M<BUT;W Z,7!T('O;&ED("P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M<FEG:'0Z,7!T('O;&ED("P,# P,# [<&%D9&EN9RUB;W1T;VTZ,"XP
M,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@(S P,# P,#LB/CQD:78^
M/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX!<W!A;B!S='EL93TB
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-# P,#PO<W!A;CX!
M+V1I=CX!+V1I=CX!+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I
M;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D
M9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED("P,# P
M,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F

M=#HQB<0@<VJL:60@<(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED('P
M,# P,# P,[<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU
M<'0@<VJL:60@<(S P,# P,#LB/CQD:78^/1=BI'S='EL93TB=&5X="UA;&EG
M;CIC96YT97([(CX\<WIA;BI'S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF
M;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
M>3H@:6YL:6YE.R(^.# P,#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CPO='(^
M/'1R/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I
M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED('P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<VJL:60@<(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED('P,# P,# P,# [(CX\9&EV
M/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C,U")JS<&%N/CPO
M9&EV/CPO9&EV/CPO=&0^/1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<VJL:60@<(S P,# P
M,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<VJL:60@<(S P
M,# P,#LB/CQD:78^/1=BI'S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M<WIA;BI'S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M-3@)\+W-P86X^"]D:78^"]D:78^"]T9#X\=&0@<W1Y;&4](GIA9&1I;F<M
M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z
M+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED('P,# P,# P,# [
M8F]R9&5R+6QE9G0Z,7IT('O;&ED('P,# P,# P,# [8F]R9&5R+7)I9VAT.C%P
M="IS;VQI9" C,# P,# P.P.R(^/1=CX\9&EV('T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y
M.BII;FQI;F4[(CXU,#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"IS='EL
M93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E
M<BUT;W Z,7IT('O;&ED('P,# P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<VJL
M:60@<(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@<(S P,# P,#MB;W)D
M97(M<FEG:'0Z,7IT('O;&ED('P,# P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4]
M(G1E>'0M86QI9VXZ8V5N=&5R.R(^-P86X@<W1Y;&4](F9O;G0M=V5I9VAT
M.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN
M;VYE.V1I<WIL87DZ(&EN;&EN93LB/C0R")JS<&%N/CPO9&EV/CPO9&EV/CPO
M=&0^/1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG
M:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN
M,#(R:6X[8F]R9&5R+71O<#HQ<'0@<VJL:60@<(S P,# P,#MB;W)D97(M8F]T
M=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C

M,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<VJL:60@(S P,# P,#LB/CQD:78^
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M96-O<F%T:6JN.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,S4\+W-P86X^")D
M:78^")D:78^")T9#X\=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I
M;F<M8FJT=&J.M.BXP,C)I;CMB;W)D97(M=&J.P.C%P="IS;VQI9" C,# P,# P
M.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P,# P,# [8FJR9&5R+6QE9G0Z
M,7IT('O;&ED(",P,# P,# [8FJR9&5R+7)I9VAT.C%P="IS;VQI9" C,# P
M,# P.R(^&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;%%Y.BII;FQI;F4[(CXS
M,CPQ<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL
M969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN
M,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O
M;&ED(",P,# P,# [8FJR9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB
M;W)D97(M;&5F=#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT
M('O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ
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M(&EN;&EN93LB/C(Y")S<&%N/CPO9&EV/CPO9&EV/CPO=&0^'1D('T>6QE
M/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA
M9&1I;F<M=&J.P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8FJR9&5R
M+71O<#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M8FJT=&J.M.C%P="IS;VQI
M9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E
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M;F4[9&ES<&QA>3H@:6YL:6YE.R(^,C8\+W-P86X^")D:78^")D:78^")T
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M,C)I;CMB;W)D97(M=&J.P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T
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M,# P,# [8FJR9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.P.R(^&1I=CX\
M9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F
M;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8VJR871I;VXZ;FJN93MD:7-P;%%Y.BII;FQI;F4[(CXR,SPO<WIA;CX\+V1I
M=CX\+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN
M9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,# P,# [
M8FJR9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ
M<'0@<VJL:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,# P
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M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C(P
M/")S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/"JT<CX\='^/'1D('T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X
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M<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^-#8\+W-P86X^/"JD:78^/"JT9#X\
M=&0@<W1Y;&4](G!A9&1I;F<M; &5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN
M,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I
M;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ
M,7!T('O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('O;&ED(",P,# P
M,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV
M('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT
M+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR
M871I;VXZ;FJN93MD:7-P;&%Y.B!I;FQI;F4[(CXV,3PO<W!A;CX\+V1I=CX\
M+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED(",P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M; &5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED(",P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;FJR;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4T/")S
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E
M<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L
M:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT
M97([(CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^-#8\+W-P86X^/"JD:78^/"JT9#X\=&0@<W1Y;&4](G!A
M9&1I;F<M; &5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN
M9RUT;W Z+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P
M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED(",P
M,# P,# [8F]R9&5R+6QE9G0Z,7!T('O;&ED(",P,# P,# [8F]R9&5R+7)I
M9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T97AT
M+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR
M;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD

M:7-P;&%Y.B!!;FQI;F4[(CXT,#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT
M9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP
M-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN
M.V)O<F1E<BUT;W Z,7IT('O;&ED('P,# P,# [8F]R9&5R+6)O='1O;3HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED('P,# P,# [(CX\9&EV/CQD:78@
M<W1Y;&4)(G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4)(F9O;G0M
M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C,W/"]S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I
M;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB
M/CQD:78^/&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BIS
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M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,S0\+W-P
M86X^"]D:78^"]D:78^"]T9#X\=&0@<W1Y;&4)(GIA9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED('P,# P,# [8F]R9&5R
M+6QE9G0Z,7IT('O;&ED('P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI
M9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('T>6QE/2)F;VYT+7-E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD:7-P;&%Y.B!!;FQI
M;F4[(CXS,3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D
M9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG
M+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z
M,7IT('O;&ED('P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG
M:'0Z,7IT('O;&ED('P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4)(G1E>'0M
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M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I
M<WIL87DZ(&EN;&EN93LB/C(X/"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/1D
M('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W
M-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[
M8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P
M="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P
M.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=BIS
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M:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,C4\+W-P86X^"]D:78^"]D
M:78^"]T9#X\+W1R/CQT<CX\=&0@<W1Y;&4)(GIA9&1I;F<M;&5F=#HN,#<U

M:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA
M9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P
M,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P,# P,# [8F]R9&5R+6QE
M9G0Z,7IT('O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C
M,# P,# P.R(^/&1I=CXI9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[
M(CXT-3PO<WIA;CXI+V1I=CXI+V1I=CXI+W1D/CQT9"!S='EL93TB<&%D9&EN
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M<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT
M('O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z
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M87DZ(&EN;&EN93LB/C8T/'J)S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T
M>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN
M.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R
M9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O
M<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/'1I=BIS='EL
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M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-3@/+W-P86X^")D:78^")D:78^
M/")T9#XI=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR
M:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M
M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB
M;W1T;VTZ,7IT('O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED
M(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I
M=CXI9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE
M/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXU,3PO<WIA;CXI
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M9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,# P
M,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F
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M,# P,# [(CXI9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^
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M;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB
M/C0U/'J)S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG
M+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@

M<VJL:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C,# P,# P
M.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ
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M;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
M>3H@:6YL:6YE.R(^-#(\+W-P86X^/"D:78^/"D:78^/"T9#X\=&0@<W1Y
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M<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D
M97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O
M;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED("P,# P,# [8F]R
M9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CXI9&EV('T>6QE
M/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H
M=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ
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M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,(R:6X[<&%D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED("P,# P,# [8F]R9&5R+6)O
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M(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED("P,# P,# [(CXI9&EV
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M9&EV/CPO9&EV/CPO=&0^/1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,(R:6X[8F]R9&5R+71O<#HQ<'0@<VJL:60@(S P,# P
M,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<VJL:60@(S P
M,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
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M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M,S,\+W-P86X^/"D:78^/"D:78^/"T9#X\=&0@<W1Y;&4](GIA9&1I;F<M
M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z
M+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED("P,# P,# [
M8F]R9&5R+6QE9G0Z,7IT('O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P
M="IS;VQI9" C,# P,# P.R(^/&1I=CXI9&EV('T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y
M.B!!;FQI;F4[(CXS.#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CPO= (^/1R
M/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT
M.BXP-S5I;CMP861D:6YG+71O<#HN,(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R
M,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED("P,# P,# [8F]R9&5R+6)O='1O
M;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@(S P

M,#P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED('P,#P,#[(CX\9&EV/CQD
M:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.B\N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C4P/")S<&%N/CPO9&EV
M/CPO9&EV/CPO=&0^/1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA
M9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG
M+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,#P,#MB
M;W)D97(M8FJT=&]M.C%P="IS;VQI9" C,#P,#P.V)O<F1E<BUL969T.C%P
M="IS;VQI9" C,#P,#P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,#P
M,#LB/CQD:78^/&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA
M;BIS='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B\N;W)M
M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C<\
M+W-P86X^/")D:78^/")D:78^/")T9#X\=&0@<W1Y;&4](GIA9&1I;F<M;&5F
M=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R
M,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI
M9" C,#P,#P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED('P,#P,#[8F]R
M9&5R+6QE9G0Z,7IT('O;&ED('P,#P,#[8F]R9&5R+7)I9VAT.C%P="IS
M;VQI9" C,#P,#P.R(^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E
M;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M
M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B\I
M;FQI;F4[(CXV,3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"IS='EL93TB
M<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D
M:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT
M;W Z,7IT('O;&ED('P,#P,#[8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@
M(S P,#P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,#P,#MB;W)D97(M
M<FEG:'0Z,7IT('O;&ED('P,#P,#[(CX\9&EV/CQD:78@<W1Y;&4](G1E
M>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B\N
M;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<WIL87DZ(&EN;&EN93LB/C4U/")S<&%N/CPO9&EV/CPO9&EV/CPO=&0^
M/1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z
M+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R
M:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,#P,#MB;W)D97(M8FJT=&]M
M.C%P="IS;VQI9" C,#P,#P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,#P
M,#P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,#P,#LB/CQD:78^/&1I
M=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BIS='EL93TB9F]N
M="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B\N;W)M86P[=&5X="UD96-O
M<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-3 \+W-P86X^/")D:78^
M/")D:78^/")T9#X\=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M
M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,#P,#P.V)O
M<F1E<BUB;W1T;VTZ,7IT('O;&ED('P,#P,#[8F]R9&5R+6QE9G0Z,7IT
M('O;&ED('P,#P,#[8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,#P,#P
M.R(^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N

M('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA
M;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXT-SPO
M<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T
M.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN, #(R
M:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED
M(" ,P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D
M97(M;&5F=#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('O
M;&ED(" ,P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4)(G1E>'0M86QI9VXZ8V5N
M=&5R.R('^'-P86X@<W1Y;&4)(F9O;G0M=V5I9VAT.B\N;W)M86P[9F]N="US
M='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/C0T")JS<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN, #(R:6X[8F]R9&5R+71O
M<#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<VJL:60@(S P,# P,#LB/CQD:78^/&1I=BI S='EL93TB=&5X
M="UA;&EG;CIC96YT97([(CX\<WIA;BI S='EL93TB9F]N="UW96EG:'0Z(&YO
M<FUA;#MF;VYT+7-T>6QE.B\N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^-#\$\+W-P86X^")D:78^/"D:78^/"JT9#X\
M=&0@<W1Y;&4)(GIA9&1I;F<M;&5F=#HN, #<U:6X[<&%D9&EN9RUR:6=H=#HN
M, #<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I
M;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ
M,7!T('O;&ED(" ,P,# P,# [8F]R9&5R+6QE9G0Z,7!T('O;&ED(" ,P,# P
M,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV
M('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT
M+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR
M871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXS.#PO<WIA;CX\+V1I=CX\
M+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN, #(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED(" ,P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<VJL:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED(" ,P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4)(G1E>'0M86QI9VXZ8V5N=&5R.R('^'-P86X@
M<W1Y;&4)(F9O;G0M=V5I9VAT.B\N;W)M86P[9F]N="US='EL93H@;FJR;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C,U")JS
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/"JT<CX\='(^/'1D('T>6QE/2)P861D
M:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M
M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN, #(R:6X[8F]R9&5R+71O<#HQ
M<'0@<VJL:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C,# P
M,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H
M=#HQ<'0@<VJL:60@(S P,# P,#LB/CQD:78^/&1I=BI S='EL93TB=&5X="UA
M;&EG;CIC96YT97([(CX\<WIA;BI S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA
M;#MF;VYT+7-T>6QE.B\N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES

M<&QA>3H@:6YL:6YE.R(^-34\+W-P86X^"]D:78^"]D:78^"]T9#X\=&0@
M<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT
M('O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CXI9&EV('T
M>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E
M:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I
M;VXZ;F]N93MD:7-P;&%Y.BII;FQI;F4[(CXW,#PO<WIA;CX\+V1I=CX\+V1I
M=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG
M+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T
M;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,# P,# [8F]R9&5R
M+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,# P,# [(CX\
M9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E
M>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C8T")JS<&%N
M/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W
M-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP
M861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL
M969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@
M(S P,# P,#LB/CQD:78^/&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97[(
M(CX\<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE
M.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE
M.R(^-C \+W-P86X^"]D:78^"]D:78^"]T9#X\=&0@<W1Y;&4](GIA9&1I
M;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT
M;W Z+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P
M="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P,# P
M,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT
M.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CXI9&EV('T>6QE/2)T97AT+6%L
M:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD:7-P
M;&%Y.BII;FQI;F4[(CXU-3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"IS
M='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I
M;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O
M<F1E<BUT;W Z,7IT('O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,# P,# [(CXI9&EV/CQD:78@<W1Y
M;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M=V5I
M9VAT.BIN;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C4R")JS<&%N/CPO9&EV/CPO9&EV
M/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M

M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O
M;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI
M9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD
M:78^/&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BIS='EL
M93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-#D\+W-P86X^
M"/]D:78^/"D:78^/"JT9#X\=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U
M:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA
M9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P
M,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED("P,# P,# [8F]R9&5R+6QE
M9G0Z,7IT('O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C
M,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[
M(CXT-CPO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN
M9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O
M<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT
M('O;&ED("P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z
M,7IT('O;&ED("P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI
M9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[
M9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL
M87DZ(&EN;&EN93LB/C0S"/]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T
M>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN
M.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R
M9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O
M<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=BIS='EL
M93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BIS='EL93TB9F]N="UW96EG
M:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-# \+W-P86X^/"D:78^
M"/]JT9#X\+W1R/CQT<CX\=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I
M;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P
M.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED("P,# P,# [8F]R9&5R+6QE9G0Z
M,7IT('O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P
M,# P.R(^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXV
M,#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL
M969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN
M,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O

M;&ED("P,#P,#[8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,#P,#MB
M;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,#P,#MB;W)D97(M<FEG:'0Z,7!T
M('O;&ED("P,#P,#[(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ
M8V5N=&5R.R('^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/C<S")S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE
M/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA
M9&1I;F<M=&JP.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R
M+71O<#HQ<'0@<V]L:60@(S P,#P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI
M9" C,#P,#P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,#P,#P.V)O<F1E
M<BUR:6=H=#HQ<'0@<V]L:60@(S P,#P,#LB/CQD:78^/&1I=B!S='EL93TB
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M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C@/+W-P86X^")D:78^")D:78^")T
M9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H
M=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP
M,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,#P,#P.V)O<F1E<BUB;W1T
M;VTZ,7!T('O;&ED("P,#P,#[8F]R9&5R+6QE9G0Z,7!T('O;&ED("P
M,#P,#[8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,#P,#P.R(^/&1I=CX\
M9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F
M;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXV-#PO<W!A;CX\+V1I
M=CX\+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN
M9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED("P,#P,#[
M8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,#P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,#P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED("P,#P
M,#[(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R('^/-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8P
M")S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE
M9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&JP.BXP
M,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L
M:60@(S P,#P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C,#P,#P.V)O
M<F1E<BUL969T.C%P="IS;VQI9" C,#P,#P.V)O<F1E<BUR:6=H=#HQ<'0@
M<V]L:60@(S P,#P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG;CIC
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M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^-3<+W-P86X^")D:78^")D:78^")T9#X\=&0@<W1Y;&4]
M(G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D
M9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M
M=&]P.C%P="IS;VQI9" C,#P,#P.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED
M("P,#P,#[8F]R9&5R+6QE9G0Z,7!T('O;&ED("P,#P,#[8F]R9&5R

M+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^&1I=CXI9&EV('T>6QE/2)T
M97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@
M;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN
M93MD:7-P;&%Y.BII;FQI;F4[(CXU-#PO<WIA;CXI+V1I=CXI+V1I=CXI+W1D
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M.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R
M,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,# P,# [8FJR9&5R+6)O='1O
M;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@(S P
M,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,# P,# [(CXI9&EV/CQD
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M;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C4Q/"J]<&%N/CPO9&EV
M/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA
M9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&JP.BXP,C)I;CMP861D:6YG
M+6)O='1O;3HN,#(R:6X[8FJR9&5R+71O<#HQ<'0@<VJL:60@(S P,# P,#MB
M;W)D97(M8FJT=&JM.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P
M="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<VJL:60@(S P,# P
M,#LB/CQD:78^&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CXI<WIA
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M86P[=&5X="UD96-O<F%T:6JN.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-#@\n
M+W-P86X^/"J]:78^/"J]:78^/"J]T9#XI=&0@<W1Y;&4)(GIA9&1I;F<M;&5F
M=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R
M,FEN.WIA9&1I;F<M8FJT=&JM.BXP,C)I;CMB;W)D97(M=&JP.C%P="IS;VQI
M9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P,# P,# [8FJR
M9&5R+6QE9G0Z,7IT('O;&ED(",P,# P,# [8FJR9&5R+7)I9VAT.C%P="IS
M;VQI9" C,# P,# P.R(^&1I=CXI9&EV('T>6QE/2)T97AT+6%L:6=N.F-E
M;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M
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M;FQI;F4[(CXT-3PO<WIA;CXI+V1I=CXI+V1I=CXI+W1D/CPO='(^'1R/CQT
M9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP
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M.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,# P,# [8FJR9&5R+6)O='1O;3HQ
M<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@(S P,# P
M,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,# P,# [(CXI9&EV/CQD:78@
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M=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C8U/"J]<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I
M;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&JP.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8FJR9&5R+71O<#HQ<'0@<VJL:60@(S P,# P,#MB;W)D
M97(M8FJT=&JM.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<VJL:60@(S P,# P,#LB
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M86X^"]D:78^"]D:78^"]T9#X\=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.WIA9&1I;F<M8FJT=&J.M.BXP,C);CMB;W)D97(M=&JP.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P,# P,# [8F]R9&5R
M+6QE9G0Z,7IT('O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI
M9" C,# P,# P.R(^&1I=CXI9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E
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M9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG
M+71O<#HN,(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z
M,7IT('O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P
M,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M<FEG
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M('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W
M-6EN.WIA9&1I;F<M=&JP.BXP,C);CMP861D:6YG+6)O='1O;3HN,(R:6X[
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M.V)O<F1E<BUR:6=H=#HQ<'0@<VJL:60@(S P,# P,#LB/CQD:78^/&1I=BI S
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M<BUB;W1T;VTZ,7IT('O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7IT('O
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M/&1I=CXI9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T
M>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT
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M<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED(",P
M,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M
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M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ
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M,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H
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M<&QA>3H@:6YL:6YE.R(^-38\+W-P86X^/"JD:78^/"JD:78^/"JT9#X\=&0@
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M;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT
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M;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED("P,# P,# [8F]R9&5R
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M:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED("P,# P,# [(CX\
M9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E
M>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4P/"S<&%N
M/CPO9&EV/CPO9&EV/CPO=&0^/"JT<CX\='(^/'1D('T>6QE/2)P861D:6YG
M+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@
M<VJL:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C,# P,# P
M.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ
M<'0@<VJL:60@(S P,# P,#LB/CQD:78^/&1I=BI S='EL93TB=&5X="UA;&EG
M;CIC96YT97([(CX\<WIA;BI S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF
M;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
M>3H@:6YL:6YE.R(^-S \+W-P86X^/"JD:78^/"JD:78^/"JT9#X\=&0@<W1Y
M;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[
M<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D
M97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O
M;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED("P,# P,# [8F]R
M9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CXI9&EV('T>6QE
M/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H
M=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ
M;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXW.3PO<WIA;CXI+V1I=CXI+V1I=CXI
M+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I

M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<#D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED('P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED('P,# P,# [(CX\9&EV
M/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.B\N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<W\I87DZ(&EN;&EN93LB/C<V/]S<#N/CPO
M9&EV/CPO9&EV/CPO=&0^/1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P
M,# P,#LB/CQD:78^/1I=B\I='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M<W\A;B\I='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B\N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M-S,\+W-P86X^/]D:78^/]D:78^/]T9#X\=&0@<W1Y;&4](G\A9&1I;F<M
M;&5F=#HN,#<U:6X[<#D9&EN9RUR:6=H=#HN,#<U:6X[<#D9&EN9RUT;W Z
M+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED('P,# P,# [
M8F]R9&5R+6QE9G0Z,7IT('O;&ED('P,# P,# [8F]R9&5R+7)I9VAT.C%P
M="IS;VQI9" C,# P,# P.R(^/1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<#N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.B\I;FQ\;F4[(CXW,#PO<W\A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"IS='EL
M93TB<#D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[<#D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E
M<BUT;W Z,7IT('O;&ED('P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M<FEG:'0Z,7IT('O;&ED('P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4]
M(G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT
M.B\N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN
M;VYE.V1I<W\I87DZ(&EN;&EN93LB/C8W/]S<#N/CPO9&EV/CPO9&EV/CPO
M=&0^/1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG
M:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN
M,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T
M=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^
M/1I=B\I='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B\N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C0\+W-P86X^/]D
M:78^/]D:78^/]T9#X\=&0@<W1Y;&4](G\A9&1I;F<M;&5F=#HN,#<U:6X[
M<#D9&EN9RUR:6=H=#HN,#<U:6X[<#D9&EN9RUT;W Z+C R,FEN.WIA9&1I
M;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P

M.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P,#P,#[8F]R9&5R+6QE9G0Z
M,7IT('O;&ED(",P,#P,#[8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,#P
M,#P.R(^/1I=CXI9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXV
M,3PO<WIA;CXI+V1I=CXI+V1I=CXI+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL
M969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN
M,(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O
M;&ED(",P,#P,#[8F]R9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,#P,#MB
M;W)D97(M;&5F=#HQ<'0@<VJL:60@(S P,#P,#MB;W)D97(M<FEG:'0Z,7IT
M('O;&ED(",P,#P,#[(CXI9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ
M8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N
M="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ
M(&EN;&EN93LB/C4X/"JS<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE
M/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA
M9&1I;F<M=&JP.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,(R:6X[8F]R9&5R
M+71O<#HQ<'0@<VJL:60@(S P,#P,#MB;W)D97(M8FJT=&JM.C%P="IS;VQI
M9" C,#P,#P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,#P,#P.V)O<F1E
M<BUR:6=H=#HQ<'0@<VJL:60@(S P,#P,#LB/CQD:78^/1I=BIS='EL93TB
M=&5X="UA;EG;CIC96YT97([(CXI<WIA;BIS='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6JN.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^-34\+W-P86X^/"JD:78^/"JD:78^/"JT
M9#X\+W1R/CQT<CXI=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M
M8FJT=&JM.BXP,C)I;CMB;W)D97(M=&JP.C%P="IS;VQI9" C,#P,#P.V)O
M<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P,#P,#[8F]R9&5R+6QE9G0Z,7IT
M('O;&ED(",P,#P,#[8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,#P,#P
M.R(^/1I=CXI9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N
M('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA
M;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXW-3PO
M<WIA;CXI+V1I=CXI+V1I=CXI+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T
M.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,(R
M:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED
M(",P,#P,#[8F]R9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,#P,#MB;W)D
M97(M;&5F=#HQ<'0@<VJL:60@(S P,#P,#MB;W)D97(M<FEG:'0Z,7IT('O
M;&ED(",P,#P,#[(CXI9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US
M='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN
M;&EN93LB/C@T/"JS<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I
M;F<M=&JP.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,(R:6X[8F]R9&5R+71O
M<#HQ<'0@<VJL:60@(S P,#P,#MB;W)D97(M8FJT=&JM.C%P="IS;VQI9" C
M,#P,#P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,#P,#P.V)O<F1E<BUR

M:6=H=#HQ<'0@<VJL:60@(S P,# P,#LB/CQD:78^/1I=B!S='EL93TB=&5X
M="UA; &EG;CIC96YT97[(CX\<WIA;B!S='EL93TB9FJN="UW96EG:'0Z(&YO
M<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^.#\$!+W-P86X^/"D:78^/"D:78^/"JT9#X\
M=&0@<W1Y; &4](GIA9&1I;F<M; &5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN
M,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I
M;CMB;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ
M,7IT('O; &ED("P,# P,# [8F]R9&5R+6QE9G0Z,7IT('O; &ED("P,# P
M,# [8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV
M('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT
M+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y; &4Z(&YO<FUA;#MT97AT+61E8VJR
M871I;VXZ;FJN93MD:7-P; &%Y.B!;FQI;F4[(CXW.#PO<WIA;CX\+V1I=CX\
M+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O; &ED("P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M; &5F=#HQ<'0@
M<VJL:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O; &ED("P,# P,# [
M(CX\9&EV/CQD:78@<W1Y; &4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@
M<W1Y; &4](F9O;G0M=V5I9VAT.B!N;W)M86P[9FJN="US='EL93H@;FJR;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN; &EN93LB/C<U/"S
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<VJL:60@
M(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="!S;VQI9" C,# P,# P.V)O<F1E
M<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<VJL
M:60@(S P,# P,#LB/CQD:78^/1I=B!S='EL93TB=&5X="UA; &EG;CIC96YT
M97[(CX\<WIA;B!S='EL93TB9FJN="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^-S(+W-P86X^/"D:78^/"D:78^/"JT9#X\=&0@<W1Y; &4](GIA
M9&1I;F<M; &5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN
M9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P
M.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O; &ED("P
M,# P,# [8F]R9&5R+6QE9G0Z,7IT('O; &ED("P,# P,# [8F]R9&5R+7)I
M9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T97AT
M+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR
M;6%L.V9O;G0M<W1Y; &4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD
M:7-P; &%Y.B!;FQI;F4[(CXV.3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT
M9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP
M-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN
M.V)O<F1E<BUT;W Z,7IT('O; &ED("P,# P,# [8F]R9&5R+6)O='1O;3HQ
M<'0@<VJL:60@(S P,# P,#MB;W)D97(M; &5F=#HQ<'0@<VJL:60@(S P,# P
M,#MB;W)D97(M<FEG:'0Z,7IT('O; &ED("P,# P,# [(CX\9&EV/CQD:78@
M<W1Y; &4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y; &4](F9O;G0M

M(CX\9&EV/L* @PJ# "H%=H97)E('1H92!A;6)I96YT(&YO:7-E(&QE=F5L(&ES
M(&QE<W,@=&AA;BIT:&4@<')E<W5M960@86UB:65N="!N;VES92!L979E;"!D
M97-I9VYA=&5D(&EN('1H:7,@<V5C=&EO;BP@=&AE('!R97-U;65D(&%M8FEE
M;G0@;F]I<V4@;&5V96P@:6X@=&AI<RIS96-T:6]N('!-H86QL(&)E(&1E96UE
M9"!T;R!B92!T:&4@:6EN:6UU;2!A;6)I96YT(&YO:7-E(&QE=F5L(&9O<B!P
M=7)P;W-E<R!O9BIT:&ES(&-H87!T97(N"/]D:78^"/]D:78^/&1l=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('!-T>6QE/2)M87)G:6XM8F]T=&]M/3\$P
M<'0B/L* @"/]D:78^"/]D:78^/&1l=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R('^&\$@;F%M93TB
M2D1?,3\$Q+C S5"(@:60](DI\$7S\$Q,2XP,U0B('!l=&QE/2(Q,3\$N,#-4(B O
M/CQS<&%N('!-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4]9&ES<&QA>3H@:6YL:6YE.R(^
M5\$%"3\$4@24D\+W-P86X^"/]D:78^"/]D:78^/&1l=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R('^!-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA,#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!l;FQI
M;F4[(CY33U5.1"!l,159%3"#B@)Q!XH"=(\$1%0TE"14Q3"/]S<&%N/CPO9&EV
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"('^&1l=B!S
M='EL93TB;6%R9VEN+6)O='!O;3TQ;'!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"('^&1l=C["H,* @PJ H26X@=&AI<R!C:&%R
M="P@9&%Y=&EM92!L979E;,@87)E('!O(&)E('5S960@9G)O;2 W.C P(&\$N
M;2X@=&\@,3 Z,# @<"YM+BI;F0@;FEG:'!T:6UE(&QE=F5L<R!F<F]M(#\$P
M.C P(' N;2X@=&\@-SHP;"!A+FTN*3PO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"('^&1l=B!S='EL93TB;6%R9VEN+6)O='!O;3TQ;'!T
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"('^&1l
M=B!S='EL93TB;6%R9VEN+6)O='!O;3TQ;'!T(C["H#QT86)L92!C96QL<W!A
M8VEN9STB,"(@<W1Y;&4](F)O<F1E<BUC;VQL87!S93H@8V]L;&%P<V4];6%R
M9VEN+71O<#HN,#(R:6X[;6%R9VEN+6)O='!O;3HN,#(R:6X[<&%D9&EN9RUL
M969T.C N,#!;CMB;W)D97(M;&5F=#HQ+C5P="!S;VQI9" C,# P,# P.W!A
M9&1l;F<M=&]P.C N,#!;CMB;W)D97(M=&]P.C\$N-7!T('!-O;&ED("P,# P
M,# [<&%D9&EN9RUR:6=H=#HP+C S:6X[8F]R9&5R+7)I9VAT.C\$N-7!T('!-O
M;&ED("P,# P,# [<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T
M;VTZ,2XU<'0@<V]L:60@(S P,# P,#LB/CQC;VP@=VED=&@](C,P-BXV-C8V
M-C8V-C8V-C8W<'@B("!\^&-O;"!W:61T:#TB,3\$T+C8V-C8V-C8V-C8V-C8W
M<'@B("!\^&-O;"!W:61T:#TB,3\$T+C8V-C8V-C8V-C8V-C8W<'@B("!\^/1R
M/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5l;CMP861D:6YG+7)I9VAT
M.BXP-S5l;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R
M,FEN.V)O<F1E<BUT;W Z,7!T('!-O;&ED("P,# P,# [8F]R9&5R+6)O='!O
M;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M<FEG:'0Z,7!T('!-O;&ED("P,# P,# [<&%D9&EN9RUB
M;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ;'!T('!-O;&ED("P,# P,# [
M(CX\9&EV("!\^")T9#X=&0@8V]L<W!A;CTB,B(@<W1Y;&4](G!A9&1l;F<M
M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z

M+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P,# P,# [
M8FJR9&5R+6QE9G0Z,7IT('O;&ED(",P,# P,# [8FJR9&5R+7)I9VAT.C%P
M="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT
M+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^4%)%4U5-140@04U"245.5"!3TE312!,159%3" H9\$(H02DI
M/]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^"]T<CX\='(^'1D('T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8FJR9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,# MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,# MP861D:6YG+71O<#HP+C S:6X[8FJR
M9&5R+71O<#HP<'0@<V]L:60@(S P,# P,# MP861D:6YG+6)O='1O;3HP+C S
M:6X[8FJR9&5R+6)O='1O;3HQ+C5P="IS;VQI9" C,# P,# P.R(^/&1I=CX\
M<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/EI/
M3D4\+W-P86X^"]D:78^"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P,# P,# [8FJR9&5R
M+6QE9G0Z,7IT('O;&ED(",P,# P,# [8FJR9&5R+7)I9VAT.C%P="IS;VQI
M9" C,# P,# P.WIA9&1I;F<M8FJT=&]M.C N,#-I;CMB;W)D97(M8FJT=&]M
M.C\$N-7IT('O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M
M86QI9VXZ8V5N=&5R.R(^-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIB;VQD
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD:7-P
M;&%Y.BII;FQI;F4[(CY\$05D\+W-P86X^"]D:78^"]D:78^"]T9#X\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT
M('O;&ED(",P,# P,# [8FJR9&5R+6QE9G0Z,7IT('O;&ED(",P,# P,# [
M8FJR9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.WIA9&1I;F<M8FJT=&]M
M.C N,#-I;CMB;W)D97(M8FJT=&]M.C\$N-7IT('O;&ED(",P,# P,# [(CX\
M9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.BIB;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8VJR871I;VXZ;F]N93MD:7-P;&%Y.BII;FQI;F4[(CY.24=(5#PO<WIA
M;CX\+V1I=CX\+V1I=CX\+W1D/CPO='(^'1R/CQT9"IS='EL93TB<&%D9&EN
M9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O
M<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT
M('O;&ED(",P,# P,# [8FJR9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P
M,# MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,# MB;W)D97(M<FEG:'0Z
M,7IT('O;&ED(",P,# P,# [(CX\9&EV/CQS<&%N('T>6QE/2)F;VYT+7=E
M:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I

M;VXZ;FJN93MD:7-P;&%Y.B!!;FQI;F4[(CY!,2P@03(L(%)!+"!212P@4E,L
M(%)\$+"!25S\$(%)7,BP@4C\$(%)(R+"!2,RP@4C0L(&%N9"!2-3PO<WIA;CX\
M+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4)[G1E>'0M86QI9VXZ8V5N=&5R.R('^'-P86X@
M<W1Y;&4)[F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C4P")JS
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E
M<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L
M:60@(S P,# P,#LB/CQD:78^/&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT
M97([(CX\<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R('^'-\+W-P86X^")D:78^/"D:78^/"J9#X\+W1R/CQT<CX\=&0@
M<W1Y;&4)[GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT
M('O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R('^/&1I=CX\<WIA;BIS
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R('^4"P@4\$(L
M(\$-2+"!#;2P@0S\$N-2P@0S(L(\$,T+"!#-2P@86YD(\$--")S<&%N/CPO9&EV
M/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M
M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O
M;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI
M9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD
M:78^/&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BIS='EL
M93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R('^C\+W-P86X^
M")D:78^/"D:78^/"J9#X\=&0@<W1Y;&4)[GIA9&1I;F<M;&5F=#HN,#<U
M:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA
M9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P
M,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P,# P,# [8F]R9&5R+6QE
M9G0Z,7IT('O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C
M,# P,# P.R('^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;FJN93MD:7-P;&%Y.B!!;FQI;F4[

M(CXU-3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CPO='(^/1R/CQT9"IS='EL
M93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E
M<BUT;W Z,7IT('O;&ED(",P,# P,# [8FJR9&5R+6)O='1O;3HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M<FEG:'0Z,7IT('O;&ED(",P,# P,# [(CX\9&EV/CQS<&%N('T>6QE
M/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CY-,2P@35(Q+"IA
M;F0@35(R")S<&%N/CPO9&EV/CPO=&0^/1D('T>6QE/2)P861D:6YG+6QE
M9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP
M,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8FJR9&5R+71O<#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C,# P,# P.V)O
M<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@
M<V]L:60@(S P,# P,#LB/CQD:78^/1I=BI S='EL93TB=&5X="UA;&EG;CIC
M96YT97([(CX\<WIA;BI S='EL93TB9FJN="UW96EG:'0Z(&YO<FUA;#MF;VYT
M+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^-C \+W-P86X^")D:78^")J9#X\=&0@<W1Y;&4]
M(GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D
M9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M
M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED
M(",P,# P,# [8FJR9&5R+6QE9G0Z,7IT('O;&ED(",P,# P,# [8FJR9&5R
M+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/1I=CX\9&EV('T>6QE/2)T
M97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@
M;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN
M93MD:7-P;&%Y.BII;FQI;F4[(CXU-3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D
M/CPO='(^/1R/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,# P,# [8FJR
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,# P,# [
M(CX\9&EV/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M
M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII
M;FQI;F4[(CY-,BIA;F0@33,\+W-P86X^")D:78^")J9#X\=&0@<W1Y;&4]
M(GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D
M9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M
M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED
M(",P,# P,# [8FJR9&5R+6QE9G0Z,7IT('O;&ED(",P,# P,# [8FJR9&5R
M+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/1I=CX\9&EV('T>6QE/2)T
M97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@
M;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN
M93MD:7-P;&%Y.BII;FQI;F4[(CXV-3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D
M/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT
M.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R

M,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED('P,# P,# [8F]R9&5R+6)O='1O
M;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED('P,# P,# [(CX\9&EV/CQD
M:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R('^'-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.B\N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;C\N;VYE.V1I<W\I87DZ(&EN;&EN93LB/C8U/'J]S<&%N/CPO9&EV
M/CPO9&EV/CPO=&0^/'J]T<CX\+W1A8FQE/CPO9&EV/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78^PJ#H,*@070@=&AE(&)O=6YD87)Y(&Q!;F4@
M8F5T=V5E;B!T=V\@>F]N97,L('1H92!P<F5S=6UE9"IA;6)I96YT(&YO:7-E
M(&QE=F5L(&]F('1H92!Q=6EE=&5R('IO;F4@<VAA;&P@8F4@=7-E9"X\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P
M="(^PJ \+V1I=CX\+V1I=CX\<W\A;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S
M/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI\$7S\$Q,2XP-"XB(&ED/2)*1%\Q
M,3\$N,#0N(B!T:71L93TB,3\$Q+C T+B(@+SY314,N(#\$Q,2XP-"H"l624],
M051)3TY3.L*@\$(\$1\$E424].04P@4D5-141)15,L(\$E.2E5.0U1)3TY3+CPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=B!S='EL
M93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^&1I=C["H,*@PJ!!<R!A;B!A9&1I=&EO;F%L
M(')E;65D>2P@=&AE(&]P97)A=&EO;B!O<B!M86EN=&5N86YC92!O9B!A;GD@
M9&5V:6-E+"!!;G-T<G5M96YT+"!V96A!8VQE+"!O<B!M86-H:6YE<GD@:6X@
M=FEO;&%T:6]N(&]F(&%N>2!P<F]V:7-I;VX@;V8@=&A!<R!C:&%P=&5R+"!W
M:&EC:"!O<&5R871I;VX@;W(@;6%I;G1E;F%N8V4@8V%U<V5S(&1I<V-O;69O
M<G0@;W(@86YN;WEA;F-E('1O(')E87-O;F%B;&4@<&5R<V]N<R!O<B!W:&EC
M:"!E;F1A;F=E<G,@=&AE(&-O;69O<G0L(')E<&]S92P@:&5A;'1H+"!O<B!P
M96%C92!O9B!R97-I9&5N=',@:6X@=&AE(&%R96\$L('H86QL(&)E(&1E96UE
M9"IA;F0@:7,@9&5C;&%R960@=&A!@8F4N82!P=6)L:6,@;G5I<V%N8V4@86YD
M(&UA>2!B92!S=6)J96-T('1O(&%B871E;65N="!S=6UM87)I;'D@8GD@82!R
M97-T<F%I;FEN9R!O<F1E<B!O<B!!;FIU;F-T:6]N(&ES<W5E9"!B>2!A(&-O
M=7)T(&]R9&5R(&]F(&-O;7!E=&5N="!J=7)I<V1I8W1I;VXN(#QS<&%N('T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B\N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@
M8GD@3W)D+B!;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/'J]D
M:78^/'J]D:78^&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE
M/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*^/'J]D:78^/'J]D:78^&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P
M<'0B/L*^/'J]D:78^/'J]D:78^'-P86X@9&5P=&@](C8B(''^&1I=B!C;&%S
M<STB4V5C=&EO;B('&1I=CX\82!N86UE/2)*1%\Q,3\$N,#4N(B!!9#TB2D1?
M,3\$Q+C U+B(@=&ET;&4](C\$Q,2XP-2XB("V4T5#+B Q,3\$N,#4NPJ @14Y&
M3U)#14U%3E0L(\$-5\$%424].4RX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78^PJ#H,*@/'-P86X@<W1Y;&4](F9O;G0M=V5I

M9VA†.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ
M;FJN93MD:7-P;&%Y.B!!;FQI;F4[(CXH061D960@8GD@3W)D+BI.;RX@,34V
M+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"D:78^/"D:78^/&1I=B!C
M;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM
M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#"H"AA*<@PJ#"H%1H92!\$97!A<G1M96YT(&JF(\$)U:6QD
M:6YG(&%N9"!3869E="D@<VAA;&P@:&%V92!T:&4@<&]W97(@86YD(&1U="D@
M=&\@96YF;W)C92!T:&4@9FJL;&]W:6YG(&YO:7-E(&-O;G1R;VP@<')O=FES
M:6JN<R!O9BIT:&ES(\$-O9&4Z(%-E8W1I;VX@,3(N,31!+38H:"DL(%-E8W1I
M;VX@,3(N,3E!+30H8BDH,2DL(%-E8W1I;VX@,3\$R+C R(&%N9"!396-T:6JN
M(#\$Q,BXP-"AC*2["H" \<W!A;B!S="EL93TB9FJN="UW96EG:'0Z(&)O;&0[
M9FJN="US="EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$)R9"X@3FN(#\$W,BPP.#8L(\$5F
M9BX@-R!S,"Y."X!/"J\$S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!S="EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["
MH#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["
MH,*@PJ H8BG"H,*@PJ!4:&4@4&JL:6-E(\$1E<&%R=&UE;G0@<VAA;&P@:&%V
M92!T:&4@<&]W97(@86YD(&1U="D@=&\@96YF;W)C92!T:&4@9FJL;&]W:6YG
M(&YO:7-E(&-O;G1R;VP@<')O=FES:6JN<R!O9BIT:&ES(\$-O9&4Z(%-E8W1I
M;VX@-#\$N,S(L(%-E8W1I;VX@-#\$N-# L(%-E8W1I;VX@-#\$N-#(L(%-E8W1I
M;VX@-#\$N-#0L(%-E8W1I;VX@-#\$N-3<L(%-E8W1I;VX@-C,N-3\$H;2DL(%-E
M8W1I;VX@,3\$R+C Q+"!396-T:6JN(#\$Q,BXP-"P@4V5C=&EO;B Q,3(N,#4L
M(%-E8W1I;VX@,3\$R+C V+"!396-T:6JN(#\$Q,RXP,2P@4V5C=&EO;B Q,30N
M,\$\$@=&AR;W5G:"!396-T:6JN(#\$Q-"XP-2P@:6YC;'5S:79E+"!396-T:6JN
M(#\$Q-2XP,BP@86YD(%-E8W1I;VX@,3\$V+C Q+B \<W!A;B!S="EL93TB9FJN
M="UW96EG:'0Z(&)O;&0[9FJN="US="EL93H@;FJR;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$)R9"X@
M3FN(#\$V,2PU-S0L(\$5F9BX@.2V+S@V+BD\+W-P86X^/"D:78^/"D:78^
M/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM
M8FJT'=&JM/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L
M+4QE=F5L(CX\9&EV/L*@PJ#"H"AC*<@PJ#"H\$%N>2!"=6EL9&EN9R!-96-H
M86YI8V%L(\$EN<WIE8W1O<B!A<W-I9VYE9"IT;R!N;VES92!E;F9O<F-E;65N
M="!!;G-P96-T:6JN('H86QL(&AA=F4@=&AE('!O=V5R+"!A=71H;W)I="D@
M86YD(&EM;75N:71Y(&JF(&\$@<'5B;&EC(&JF9FEC97(@86YD(&5M<&QO>65E
M+"!A<R!S970@9FJR=&@@:6X@=&AE(%!E;F%L(\$-O9&4@;V8@=&AE(%-T871E
M(&JF(\$-A;&EF;W)N:6\$L(%-E8W1I;VX@.#,V+C4L('1O(&UA:V4@87)R97-T
M<R!W:71H;W5T(&\$@=V%R<F%N="!W;&5N979E<B!S=6-H(&5M<&QO>65E(&AA
M<R!R96%S;VYA8FQE(&-A=7-E('1O(&)E;&EE=F4@=&AA="!T:&4@<&5R<VJN
M('1O(&)E(&%R<F5S=&5D(&AA<R!C;VUM:71T960@82!M:7-D96UE86YO<B!!
M;B!H:7,@<')E<V5N8V4@=VAI8V@@:7,@82!V:6JL871I;VX@;V8@86YY('!R
M;W9I<VEO;B!S970@9FJR=&@@:6X@4V5C=&EO;B Q,3\$N,#4H82D@;V8@=&AI
M<R!C:&%P=&5R+L*@(%1H92!P<FJV:7-I;VYS(&JF('A:60@4&5N86P@0VJD
M92!S96-T:6JN(')E9V%R9&EN9R!I<W-U86YC92!O9B!A('=R:71T96X@<')O

M;6ES92IT;R!A<'IE87(@<VAA;&P@8F4@87!P;&EC86)L92IT;R!A<G)E<W1S
M(&%U=&AO<FEZ960@:&5R96EN+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["
MH#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIS
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(S(B O/CQD:78@
M8VQA<W,](D%R=&EC;&4B/CQD:78^/&\$@;F%M93TB2D1?0S\$Q03(B(&ED/2)*
M1%]#,3%!,B(@=&ET;&4](D,Q,4\$R(B O/D%25\$E#3\$4@,CQB<B O/E-014-)
M04P@3D])4T4@4T]54D-%4SPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIS='EL
M93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=BIC;&%S<STB06YA;'ES:7,B/E-E8W1I
M;VX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](D%N86QY<VES(CXQ,3(N,#"H,*@PJ!2861I;W,L(%1E;&5V:7-I
M;VX@4V5T<RP@86YD(%-I;6EL87(@1&5V:6-E<RX\+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](D%N86QY<VES(CXQ
M,3(N,#"H,*@PJ!7(@0V]N9&ET:6]N:6YG+"I2969R:6=E<F%T:6]N+"I(
M96%T:6YG+"I0=6UP:6YG+"I&:6QT97)I;F<@17%U:7!M96YT+CPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIC;&%S<STB06YA
M;'ES:7,B/C\$Q,BXP,*@PJ#"H\$-O;G-T<G5C=&EO;BI.;VES92X\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](D%N
M86QY<VES(CXQ,3(N,#3"H,*@PJ!0;W=E<F5D(\$5Q=6EP;65N="I);G1E;F1E
M9"IF;W(@4F5P971I=&EV92!5<V4@:6X@4F5S:61E;G1I86P@07)E87,@86YD
M(\$JT:&5R(\$UA8VAI;F5R>2P@17%U:7!M96YT+"IA;F0@1&5V:6-E<RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(D%N86QY<VES(CXQ,3(N,#7"H,*@PJ!-87AI;75M(\$YO:7-E(\$QE=F5L(&]F
M(%!O=V5R960@17%U:7!M96YT(&]R(%!O=V5R960@2&%N9"14;V]L<RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(D%N86QY<VES(CXQ,3(N,#;"H,*@PJ!0;&%C97,@;V8@4'5B;&EC(\$5N=&5R
M=&%I;FUE;G0N/"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"D:78^/"D
M:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G
M:6XM8F]T=&]M/3\$P<'0B/L*@"D:78^/"D:78^/-P86X@9&5P=&@](C8B
M("^\&1I=BIC;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)*1%Q,3(N
M,#\$N(B!I9#TB2D1?3\$R+C Q+B(@=&ET;&4](C\$Q,BXP,2XB("V4T5#+B Q
M,3(N,#\$NPJ @4D%\$24]3+"I414Q%5DE324].(%-%5%,L(\$%.1"1324U)3\$%2
M(\$1%5DE#15,N/"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@"PJ#"H#QS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF
M;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
M>3H@:6YL:6YE.R(^*\$M96YD960@8GD@3W)D+BI.;RX@,34V+#,V,RP@169F
M+B S+S(Y+S@R+BD\+W-P86X^/"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R

M;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*
M/'D:78^/'D:78^/1=BI C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV/L*
MPJ#H"AA*<@PJ#H\$ET('H86QL(&)E('5N;&%W9G5L(&9O<BIA;GD@<&5R
M<VJN('I=&AI;BIA;GD@>FJN92!O9BIT:&4@0VET>2!T;R!U<V4@;W(@;WIE
M<F%T92IA;GD@<F%D:6\L(&UU<VEC86P@:6YS=)U;65N="P@<&AO;FJG<F%P
M:"P@=&5L979I<VEO;BIR96-E:79E<BP@;W(@;W1H97(@;6%C:&EN92!O<BID
M979I8V4@9FJR('1H92!P<FJD=6-I;F<L(')E<')O9'5C:6YG(&JR(&%M<&QI
M9FEC871I;VX@;V8@=&AE(&AU;6%N('9O:6-E+"IM=7-I8RP@;W(@86YY(&JT
M:&5R('O=6YD+"II;BIS=6-H(&\$@;6%N;F5R+"IA<R!T;R!D:7-T=7)B('1H
M92!P96%C92P@<75I970L(&%N9!C;VUF;W)T(&JF(&YE:6=H8FJR(&JC8W5P
M86YT<R!O<BIA;GD@<F5A<VJN86)L92!P97)S;VX@<F5S:61I;F<@;W(@=VJR
M:VEN9R!;BIT:&4@87)E82X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3IP="(^PJ \n
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"
MH,*@*&(IPJ#H,*@06YY(&YO:7-E(&QE=F5L(&-A=7-E9"!B>2!S=6-H('5S
M92!O<BIO<&5R871I;VX@=VAI8V@@:7,@875D:6)L92!T;R!T:&4@:'5M86X@
M96%R(&%T(&\$@9&ES=&%N8V4@:6X@97AC97-S(&JF(#\$U,"IF965T(&9R;VT@
M=&AE('IR;WIE<G1Y(&QI;F4@;V8@=&AE(&YO:7-E('O=7)C92P@=VET:&EN
M(&%N>2!R97-I9&5N=&EA;"Z;VYE(&JF('1H92!#:71Y(&JR('I=&AI;B U
M,# @9F5E="IT:&5R96JF+"IS:&%L;"IB92!A('9I;VQA=&EO;B!O9BIT:&4@
M<')O=FES:6JN<R!O9BIT:&ES('E8W1I;VXN/'D:78^/'D:78^/1=BI C
M;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM
M/3\$P<'0B/L*@/'D:78^/'D:78^/1=BI C;&%S<STB3FJR;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#H"AC*<@PJ#H\$%N>2IN;VES92!L979E;"IC875S960@
M8GD@<W5C:"IU<V4@;W(@;WIE<F%T:6JN('H:6-H(&5X8V5E9',@=&AE(&%M
M8FEE;G0@;FJ!<V4@;&5V96P@;VX@=&AE('IR96UI<V5S(&JF(&%N>2!O=&AE
M<B!O8V-U<&EE9"!P<FJN97)T>2P@;W(@:68@82!C;VYD;VUI;FEU;2P@87!A
M<G1M96YT(&AO=7-E+"ID=7IL97@L(&JR(&%T=&%C:&5D(&)U<VEN97-S+"IW
M:71H:6X@86YY(&%D:FJ;FEN9R!U;FET+"IB>2IM;W)E('1H86X@9FEV92 H
M-2D@9&5C:6)E;,@<VAA;&P@8F4@82IV:6JL871I;VX@;V8@=&AE('IR;W9I
M<VEO;G,@;V8@=&AI<RIS96-T:6JN+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(/&1I=BI S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT
M(C['H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(/&1I
M=BI S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C['H#PO9&EV/CPO9&EV/CQS
M<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,](E-E8W1I;VXB/CQD:78^/&\$@
M;F%M93TB2D1?,3\$R+C R+B(@:60](DI\$7S\$Q,BXP,BXB('1I=&QE/2(Q,3(N
M,#(N(B O/E-%0RX@,3\$R+C R+L*@\$%)4B!#3TY\$251)3TY)3D<L(%)%1E))
M1T52051)3TXL(\$A%051)3D<L(%I535I)3D<L(\$9)3%1%4DE.1R!%455)4\$U%
M3E0N/'D:78^/'D:78^/1=BI C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#H#QS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8FJL9#MF;VYT+7-T
M>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6JN.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^*\$M96YD960@8GD@3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y
M+S@R+BD\+W-P86X^/'D:78^/'D:78^/1=BI C;&%S<STB3FJR;6%L+4QE

M=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@"D:78^
M/"D:78^/&1I=B!C;%%S<STB3FJR;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H"AA
M<*"@PJ#"H\$ET('H86QL(&)E('5N;%%W9G5L(&9O<B!A;GD@<&5R<VJN+"!W
M:71H:6X@86YY('IO;F4@;V8@=&AE(&-I='D@=&\@;WIE<F%T92!A;GD@86ER
M(&-O;F1I=&EO;FEN9RP@<F5F<FEG97)A=&EO;B!O<B!H96%T:6YG(&5Q=6EP
M;65N="!F;W(@86YY(')E<VED96YC92!O<B!O=&AE<B!S=')U8W1U<F4@;W(@
M=&\@;WIE<F%T92!A;GD@<'5M<&EN9RP@9FEL=&5R:6YG(&JR(&AE871I;F<@
M97%U:7!M96YT(&9O<B!A;GD@<&JO;"!O<B!R97-E<G9O:7(@:6X@<W5C:"!M
M86YN97(@87,@=&\@8W)E871E(&%N>2!N;VES92!W:&EC:"!W;W5L9"!C875S
M92!T:&4@;FJ!<V4@;&5V96P@;VX@=&AE('!R96UI<V5S(&JF(&%N>2!O=&AE
M<B!O8V-U<&EE9"!P<FJP97)T>2!O<B!I9B!A(&-O;F1O;6EN:75M+"!A<&%R
M=&UE;G0@:&JU<V4L(&1U<&QE>"P@;W(@871T86-H960@8G5S:6YE<W,L('=I
M=&AI;B!A;GD@861J;VEN:6YG('5N:70N=&\@97AC965D('1H92!A;6)I96YT
M(&YO:7-E(&QE=F5L(&)Y(&UO<F4@=&AA;B!F:79E('@"U*2!D96-I8F5L<SPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,J(DYO<FUA;"U,979E;"^/&1I=B!S='EL
M93TB;6%R9VEN+6)O='1O;3TQ;'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,J(DYO<FUA;"U,979E;"^/&1I=C["H,*@PJ H8BG"H,*@PJ!4:&ES('E
M8W1I;VX@<VAA;&P@;FJT(&)E(&%P<&QI8V%B;&4@=&\@96UE<F=E;F-Y('=O
M<FL@87,@9&5F:6YE9"!I;B!396-T:6JN(#\$Q,2XP,2AC*2!O9BIT:&ES(&-H
M87!T97(L(&JR('1O('!E<FEO9&EC(&UA:6YT96YA;F-E(&JR('1E<W1I;F<@
M;V8@<W5C:"!E<75I<&UE;G0@<F5A<VJN86)L>2!N96-E<W-A<GD@=&\@;6%I
M;G1A:6X@<W5C:"!E<75I<&UE;G0@:6X@9VJO9"!W;W)K:6YG(&JR9&5R+CPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,J(DYO<FUA;"U,979E;"^/&1I=B!S='EL
M93TB;6%R9VEN+6)O='1O;3TQ;'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,J(DYO<FUA;"U,979E;"^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ
M;'IT(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA
M<W,J(E-E8W1I;VXB/CQD:78^/&\$@;F%M93TB2D1?,3\$R+C S+B(@:60)(DI\$
M7S\$Q,BXP,RXB('1I=&QE/2(Q,3(N,#,N(B O/E-%0RX@,3\$R+C S+L*@\$-/
M3E-44E5#5\$E/3B!3TE312X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4)(FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"
MH,*@3FJ!<V4@9'5E('1O(&-O;G-T<G5C=&EO;B!O<B!R97!A:7(@=VJR:R!S
M:&%L;"!B92!R96=U;&%T960@87,@<')O=FED960@8GD@4V5C=&EO;B T,2XT
M;"!O9BIT:&ES(\$-O9&4N(#QS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8FJL
M9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6JN.FYO;F4[9&ES
M<&QA>3H@:6YL:6YE.R(^*\$M96YD960@8GD@3W)D+B!.;RX@,38Q+#4W-"P@
M169F+B Y+S@O.#8N*3PO<W!A;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4)(FUA<F=I;BUB;W1T;VTJ,3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M<W1Y;&4)(FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I=CX\<W!A
M;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S/2)396-T:6JN(CX\9&EV/CQA(&YA
M;64)(DI\$7S\$Q,BXP-"XB(&ED/2)*1%\Q,3(N,#0N(BIT:71L93TB,3\$R+C T
M+B(@+SY314,N(#\$Q,BXP-"["H"!03U=%4D5\$(\$5154E0345.5")3E1%3D1%

M1"!&3U(@4D50151)5\$E612!54T4@24X@4D53241%3E1)04P@05)%05,@04Y\$
M(\$!42\$52(\$U!0TA)3D5262P@15%525!-14Y4+"!I3D0@1\$5624-%4RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@
M/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIB;VQD.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXH
M5&ET;&4@86YD(%-E8W1I;VX@06UE;F1E9"!B>2I/<F0N(\$YO+B Q-C\$-3<T
M+"!%9F8@.2IX+S@V+BD\+W-P86X^/"JD:78^/"JD:78^/&1I=BIC;&%S<STB
M3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B
M/L*@"/"JD:78^/"JD:78^/&1I=BIC;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#"H"AA*<*@PJ#"H\$)E='E96X@=&AE(&AO=7)S(&JF(#\$P.C P(' N
M;2IA;F0N(#<Z,# @82YM+B!O9B!T:&4@9FJL;&JW:6YG(&1A>2P@;F\@<&5R
M<VJN('H86QL(&JP97)A=&4@86YY(&QA=VX@;6JW97(L(&)A8VMP86-K(&)L
M;W=E<BP@;&%W;BIE9&=E<BP@<FED:6YG('1R86-T;W(L(&JR(&%N>2!O=&AE
M<B!M86-H:6YE<GDL(&5Q=6EP;65N="P@;W(@;W1H97(@;65C:&%N:6-A;"!O
M<B!E;&5C=')I8V%L(&1E=FEC92P@;W(@86YY(&AA;F0@=&JO;"!W:&EC:"!C
M<F5A=&5S(&\$@;&JU9"P@<F%U8VJU<R!O<BII;7!U;"!F4@<VJU;F0L('=I
M=&AI;B!A;GD@<F5S:61E;G1I86P@>FJN92!O<B!W:71H:6X@-3 P(&9E970@
M;V8@82!R97-I9&5N8V4N/"JD:78^/"JD:78^/&1I=BIC;&%S<STB3FJR;6%L
M+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@"/"JD
M:78^/"JD:78^/&1I=BIC;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H
MH"AB*<*@PJ#"H\$5X8V5P="!A<R!T;R!T:&4@97%U:7IM96YT(&%N9"!O<&5R
M871I;VYS('P96-I9FEC86QL>2IM96YT:6JN960@86YD(')E;&%T960@96QS
M97=H97)E(&EN('1H:7,@0VAA<'1E<B!O<B!F;W(@96UE<F=E;F-Y('=O<FL@
M87,@=&AA="!T97)M(&ES(&1E9FEN960@:6X@4V5C=&EO;B Q,3\$N,#\$H9"DL
M(&%N9"!E>&-E<'0@87,@=&@\@86ER8W)A9G0L('1O=R!T<F%C=&JR<RP@86ER
M8W)A9G0@875X:6QI87)Y('!O=V5R('5N:71S+"!T<F%I;G,@86YD(&UO=&JR
M('9E:&EC;&5S(&EN('1H96ER(')E<W!E8W1I=F4@;W!E<F%T:6JN<R!G;W9E
M<FYE9"!B>2!3=&%T92!O<B!F961E<F%L(')E9W5L871I;VYS+"!N;R!P97)S
M;VX@<VAA;&P@;W!E<F%T92!O<B!C875S92IT;R!B92!O<&5R871E9"!A;GD@
M;6%C:&EN97)Y+"!E<75I<&UE;G0L('1O;VQS+"!O<B!O=&AE<B!M96-H86YI
M8V%L(&JR(&5L96-T<FEC86P@9&5V:6-E+"!O<B!E;F=A9V4@:6X@86YY(&JT
M:&5R(&%C=&EV:71Y(&EN('U8V@@:6%N;F5R(&%S('1O(&-R96%T92!A;GD@
M;FJ]<V4@=VAI8V@@=VJU;&0@8V%U<V4@=&AE(&YO:7-E(&QE=F5L(&JN('1H
M92!P<F5M:7-E<R!O9B!A;GD@;W1H97(@;V-C=7!I960@<")O<&5R="DL(&JR
M+"!I9B!A(&-O;F1O;6EN:75M+"!A<&%R=&UE;G0@;&JU<V4L(&1U<&QE>"P@
M;W(@871T86-H960@8G5S:6YE<W,L('=I=&AI;B!A;GD@861J;VEN:6YG('5N
M:70L('1O(&5X8V5E9"IT:&4@86UB:65N="!N;VES92IL979E;"!B>2!M;W)E
M('1H86X@9FEV92 H-2D@9&5C:6)E;"N/"JD:78^/"JD:78^/&1I=BIC;&%S
M<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P
M<'0B/L*@"/"JD:78^/"JD:78^/&1I=BIC;&%S<STB3FJR;6%L+4QE=F5L(CX\
M9&EV/L*@PJ#"H"AC*<*@PJ#"H\$YO='I=&AS=&%N9&EN9RIT:&4@<")O=FES
M:6JN<R!O9B!3=6)S96-T:6JN("AA*2!A8FJV92P@;F\@9V%S('!O=V5R960@
M8FQO=V5R('H86QL(&)E('5S960@=VET:&EN(#4P,"!F965T(&JF(&\$@<F5S

M:61E;F-E(&%T(&%N>71I;64NPJ @0FJT:"!T:&4@=7-E<B!O9B!S=6-H(&\$@
M8FQO=V5R(&%S('=E;&P@87,@=&AE(&EN9&EV:61U86P@=VAO(&-O;G1R86-T
M960@9FJR('1H92IS97)V:6-E<R!O9B!T:&4@=7-E<BP@:68@86YY+"!S:&%L
M;"!B92!S=6)J96-T('1O('1H92!R97%U:7)E;65N=',@;V8@86YD('!E;F%L
M='D@<')O=FES:6JN<R!F;W(@=&AI<R!O<F1I;F%N8V4NPJ @5FEO;&%T:6JN
M(&JF('1H92!P<FJV:7-I;VYS(&JF('1H:7,@<W5B<V5C=&EO;B!S:&%L;"!B
M92!P=6YI<VAA8FQE(&%S(&%N(&EN9G)A8W1I;VX@:6X@86X@86UO=6YT(&YO
M="!T;R!E>&-E960@3VYE(\$AU;F1R960@1&JL;&%R<R H)#\$P,"XP,"DL(&YO
M='!I=&AS=&%N9&EN9R!T:&4@9W)A9'5A=&5D(&9I;F5S('!E="!F;W)T:"!I
M;B!;+D\$N32Y#&+B#"IR Q,2XP,"AM*2X@/'-P86X@<W1Y;&4](F9O;G0M=V5I
M9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ
M;FJN93MD:7-P;&%Y.B!I;FQI;F4[(CX@*\$%M96YD960@8GD@3W)D+B!.;RX@
M,3<Q+@#@Y,"P@169F+B R+S\$S+SDX+BD\+W-P86X^/"!D:78^/"!D:78^/&1I
M=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('!T>6QE/2)M87)G:6XM8FJT
M=&J M/3\$P<'0B/L*@"!D:78^/"!D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE
M=F5L(CX\9&EV('!T>6QE/2)M87)G:6XM8FJT=&J M/3\$P<'0B/L*@"!D:78^
M/"!D:78^/'-P86X@9&5P=&@](C8B("!\&1I=B!C;&%S<STB4V5C=&EO;B(^
M/&1I=CX\82!N86UE/2)*1%Q,3(N,#4N(B!I9#TB2D1?,3\$R+C U+B(@=&ET
M;&4](C\$Q,BXP-2XB("!\4T5#&+B Q,3(N,#4NPJ @34%824U532!.3TE312!,
M159%3"/!B!03U=%4D5\$(\$5154E0345.5"/!4B!03U=%4D5\$(\$A!3D0@5\$)/
M3%,N/"!D:78^/"!D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV
M/L*@"PJ#"H#QS<&%N('!T>6QE/2)F;VYT+7=E:6=H=#H@8FJL9#MF;VYT+7-T
M>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6JN.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^*\$%M96YD960@8GD@3W)D+B!.;RX@,38Q+#4W-"P@169F+B Y+S@O
M.#8N*3PO<W!A;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@0F5T
M=V5E;BIT:&4@=&J U<G,@;V8@-SHP,"!A+FTN(&%N9" Q,#HP,"!P+FTN+"!I
M;B!A;GD@<F5S:61E;G1I86P@>FJN92!O9B!T:&4@0VET>2!O<B!W:71H:6X@
M-3 P(&9E970@=&AE<F5O9BP@;F\@<&5R<VJN('!H86QL(&JP97)A=&4@;W(@
M8V%U<V4@=&\@8F4@;W!E<F%T960@86YY('!O=V5R960@97%U:7!M96YT(&JR
M('!O=V5R960@:&%N9"!IT;VJL('1H870@<')O9'5C97,@82IM87AI;75M(&YO
M:7-E(&QE=F5L(&5X8V5E9&EN9R!T:&4@9FJL;&JW:6YG(&YO:7-E(&QI;6ET
M<R!A="!A(&1I<W1A;F-E(&JF(#4P(&9E970@=&AE<F5F<FJ M.CPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=B!S='EL93TB;6%R
M9VEN+6)O='1O;3TQ;"!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^&1I=B!C;&%S<STB3#(B/L*@"PJ#"H"AA*<@"PJ#"H#<U
M9\$(H02D@9FJR(&-O;G-T<G5C=&EO;BP@:6YD=7-T<FEA;"P@86YD(&%G<FEC
M=6QT=7)A;"!M86-H:6YE<GD@:6YC;'5D:6YG(&-R87=L97(M=)A8W1O<G,L
M(&1O>F5R<RP@<FJT87)Y(&1R:6QL<R!A;F0@875G97)S+"!IL;V%D97)S+"!IP
M;W=E<B!S:&J V96QS+"!C<F%N97,L(&1E<G)I8VMS+"!M;W1O<B!G<F%D97)S
M+"!IP879I;F<@:6%C;&EN97,L(&JF9BUH:6=H=V%Y('1R=6-K<RP@9&ET8VAE
M<G,L('1R96YC:&5R<RP@8VJ M<&%C=&J R<RP@<V-R87!E<G,L('!A9VJN<RP@

M<&%V96UE;G0@8G)E86ME<G,L(&-O;7!R97-S;W)S(&%N9"!P;F5U;6%T:6,@
M;W(@;W1H97(@<&]W97)E9"!E<75I<&UE;G0[""]D:78^/""]D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M
M/3\$P<'0B/L*@""]D:78^/""]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&(IPJ#"H,*@-S5D0BA!*2!F;W(@
M<&]W97)E9"!E<75I<&UE;G0@;V8@,C @2% @;W(@;&5S<R!;G1E;F1E9"!F
M;W(@:6YF<F5Q=65N="!U<V4@:6X@<F5S:61E;G1I86P@87)E87,L(&EN8VQU
M9&EN9RIC:&%I;B!S87=S+"!L;V<@8VAI<'!E<G,@86YD('!O=V5R960@:&%N
M9"!IT;V]L<SL+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["
MH,*@PJ H8RG"H,*@PJ V-61"*\$\$(&9O<B!P;W=E<F5D(&5Q=6EP;65N="!I
M;G1E;F1E9"!F;W(@<F5P971I=&EV92IU<V4@:6X@<F5S:61E;G1I86P@87)E
M87,L(&EN8VQU9&EN9RIL87=N(&UO=V5R<RP@8F%C:W!A8VL@8FQO=V5R<RP@
M<VUA;&P@;&%W;BIA;F0@9V%R9&5N('1O;VQS(&%N9"!R:61I;F<@=)A8W1O
M<G,[""]D:78^/""]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@""]D:78^/""]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@"PJ#"H%1H92!N;VES92!L
M:6UI=',@9F]R('!A<G1I8W5L87(@97%U:7!M96YT(&QI<W1E9"!A8F]V92!!
M;B H82DL("AB*2!A;F0@*&,I('H86QL(&)E(&1E96UE9"!T;R!B92!S=7!E
M<G-E9&5D(&%N9"!R97!L86-E9"!B>2!N;VES92!L:6UI=',@9F]R('U8V@@
M97%U:7!M96YT(&9R;VT@86YD(&%F=&5R('1H96ER(&5S=&%B;&ES:&UE;G0@
M8GD@9FEN86P@<F5G=6QA=&EO;G,@861O<'1E9"!B>2!T:&4@1F5D97)A;"!%
M;G9I<F]N;65N=&%L(%!R;W1E8W1I;VX@06=E;F-Y(&%N9"!P=6)L:7-H960@
M:6X@=&AE(\$9E9&5R86P@4F5G:7-T97(N/""]D:78^/""]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P
M<'0B/L*@""]D:78^/""]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/L*@"PJ#"H%-A:60@;F]I<V4@;&EM:71A=&EO;G,@<VAA;&P@;F]T(&%P
M<&QY('=H97)E(&-O;7!L:6%N8V4@=&AE<F5W:71H(&ES('1E8VAN:6-A;&QY
M(&EN9F5A<VEB;&7"H"14:&4@8G5R9&5N(&]F('!R;W9I;F<@=&AA="!C;VUP
M;&EA;F-E(&ES('1E8VAN:6-A;&QY(&EN9F5A<VEB;&4@<VAA;&P@8F4@=7!O
M;B!T:&4@<&5R<V]N(&]R('!E<G-O;G,@8VAA<F=E9"!W:71H(&\$@=FEO;&%T
M:6]N(&]F('1H:7,@<V5C=&EO;BX@5&5C:&YI8V%L(&EN9F5A<VEB:6QI='D@
M<VAA;&P@;65A;B!T:&%T('A:60@;F]I<V4@;&EM:71A=&EO;G,@8V%N;F]T
M(&)E(&-O;7!L:65D('I=&@&@9&5S<&ET92!T:&4@=7-E(&]F(&UU9F9L97)S
M+"!S:&EE;&1S+"!S;W5N9"!B87)R:65R<R!A;F0O;W(@;W1H97(@;F]I<V4@
M<F5D=6-T:6]N(&1E=FEC92!O<B!T96-H;FEQ=65S(&1U<FEN9R!T:&4@;W!E
M<F%T:6]N(&]F('1H92!E<75I<&UE;G0N/""]D:78^/""]D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P
M<'0B/L*@""]D:78^/""]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@""]D:78^/""]D:78^
M/'-P86X@9&5P=&@](C8B("V/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=CX\
M82!N86UE/2)*1%\Q,3(N,#8N(B!I9#TB2D1?,3\$R+C V+B(@=&ET;&4](C\$Q

M,BXP-BXB("^\^4T5#+B Q,3(N,#8NPJ @4\$Q!0T53(\$)&(!50DQ)0R!%3E1%
M4E1!24Y-14Y4+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!)"=IS
M:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('!E<G-O;B!T;R!O<&5R871E+"!P
M;&%Y+"!O<BIT;RIP97)M:70@=&AE(&JP97)A=&EO;B!O<B!P;&%Y:6YG(&JF
M(&%N>2!R861I;RP@=&5L979I<VEO;B!R96-E:79E<BP@<&AO;FJG<F%P:"P@
M;75S:6-A;"!I;G-T<G5M96YT+"!S;W5N9"IA;7!L:69Y:6YG(&5Q=6EP;65N
M="P@;W(@<VEM:6QA<B!D979I8V4@=VAI8V@<@<')O9'5C97,L(')E<')O9'5C
M97,L(&JR(&%M<&Q!9FEE<RIS;W5N9"II;B!A;GD@<&QA8V4@;V8@<'5B;&EC
M(&5N=&5R=&%I;FUE;G0@870@82IS;W5N9"IL979E;"!G<F5A=&5R('1H86X@
M.35D0BA!*2IA="IA;GD@<&J;G0@=&AA="!I<RIN;W)M86QL>2!O8V-U<&EE
M9"IB>2!A(&-U<W1O;65R+"!U;FQE<W,@82IC;VYS<&EC=6]U<RIA;F0@;&5G
M:6)L92IS:6=N(&ES(&QO8V%T960@;W5T<VED92IS=6-H('!L86-E+"!IN96%R
M(&5A8V@<@<'5B;&EC(&5N=)A;F-E+"!S=&%T:6YG.CPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIS='EL93TB;6%R9VEN+6)O
M='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=CX!9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/N*
MG%=!4DY)3D<ZPJ @4TJ53D0@3\$5614Q3(%=)5\$A)3BI-05D@0T%54T4@2\$5!
M4DE.1R!)35!25)-14Y4+N* G2 !+V1I=CX!+V1I=CX!+V1I=CX!9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ
M,3IP="(^PJ !+V1I=CX!+V1I=CX!9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78^*\$%D9&5D(&)Y(\$JR9"X@3FIN(#\$U-BPS-C,L(\$5F9BX@,R!R.2X
M,BX!/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX!9&EV
M('T>6QE/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I
M=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M87)G:6XM8FJT
M=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE
M=F5L(CX!9&EV('T>6QE/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L*@"/"D:78^
M/"D:78^/'-P86X@9&5P=&@](C,B("^\^4T5#+B Q,3(N,#8NPJ @4\$Q!0T53(\$)&(!50DQ)0R!%3E1%
M/&1I=CX!82!N86UE/2)*1%]#,3%!R(@:60](DI\$7T,Q,4\$S(B!T:71L93TB
M0S\$Q03,B("^\^05)424-,12 S/&)R("^\^4T%.251!4ED@3U!%4D%424]./"D
M:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX!9&EV('T>6QE
M/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S
M<STB3FJR;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M87)G:6XM8FJT=&]M/3\$P
M<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX!
M9&EV(&-L87-S/2)!;F%L>7-I<R(^4V5C=&EO;CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB06YA;'ES:7,B/C\$Q
M,RXP,<*@PJ#H%)U8F)I<V@@86YD(\$=A<F)A9V4@0VJL;5C=&EO;B!A;F0@
M1&ES<&JS86PN/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L
M(CX!9&EV('T>6QE/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L*@"/"D:78^/"D
M:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M87)G
M:6XM8FJT=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/'-P86X@9&5P=&@](C8B
M("^\^/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=CX!82!N86UE/2)*1%\Q,3,N

M,#\$N(B!I9#TB2D1?,3\$S+C Q+B(@=&ET;&4](C\$Q,RXP,2XB("^\^4T5#+B Q
M,3,N,#\$NPJ @4E5"0DE32"!I3D0@1T%20D%'12!#3TQ,14-424].(\$%.1"!\$
M25-03U-I3"X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78^PJ#"H,*@/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y
M.B!I;FQI;F4[(CXH06UE;F1E9"IB>2!/<F0N(\$YO+B Q-C\$L-3<T+"!%9F8N
M(#DO."X-BX!/"S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@
MPJ!)"!S:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('IE<G-O;B!E;F=A9V5D
M(&EN('1H92IB=7-I;F5S<R!O9B!C;VQL96-T:6YG(&JR(&1I<W!O<VEN9R!O
M9B!R=6)B:7-H(&JR(&A<F)A9V4@=&\@;W!E<F%T92!A;GD@<F5F=7-E(&1I
M<W!O<V%L('1R=6-K+"!P87)K:6YG(&QO="!S=V5E<&5R+"!O<B!V86-U=6T@
M=')U8VLL(&JR('1O(&-O;&QE8W0L(&QO860L('!I8VL@=7 L('1R86YS9F5R
M+"!U;FQO860L(&1U;7 L(&1I<V-A<F0L('W965P+"!V86-U=6TL(&JR(&1I
M<W!O<V4@;V8@86YY(')U8F)I<V@@;W(@9V%R8F%G92P@87,@<W5C:"!T97)M
M<R!A<F4@9&5F:6YE9"!I;B!396-T:6JN(#8V+C P(&JF('1H:7,@0VJD92P@
M=VET:&EN(#P,"!F965T(&JF(&%N>2!R97-I9&5N=&EA;"!B=6EL9&EN9R!B
M971W965N('1H92IH;W5R<R!O9B Y.C P(' N;2X@86YD(#8Z,# @82YM+B!O
M9B!T:&4@9FJL;&JW:6YG(&1A>2P@=6YL97-S(&\$@<&5R;6ET('1H97)E9FJR
M92!H87,@8F5E;B!D=6QY(&JB=&%I;F5D(&)E9FJR96AA;F0@9G)O;2!T:&4@
M0FJA<F0@;V8@4&JL:6-E(\$-O;6UI<W-I;VYE<G,N"JD:78^"JD:78^/&1I
M=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT
M=&JM/3\$P<'0B/L*"JD:78^"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE
M=F5L(CX\9&EV/L* @PJ#"H%1H92!S=&%N9&%R9',@=VAI8V@@<VAA;&P@8F4@
M8VJN<VED97)E9"!I;B!D971E<FUI;FEN9R!W:&5T:&5R(&\$@<&5R;6ET('H
M86QL(&)E(&=R86YT960@87)E('1H92!F;VQL;W=I;F<Z"JD:78^"JD:78^
M/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM
M8FJT=&JM/3\$P<'0B/L*"JD:78^"JD:78^/&1I=B!C;&%S<STB3FJR;6%L
M+4QE=F5L(CX\9&EV(&-L87-S/2).,B(^PJ#"H,*@*&\$!PJ#"H,*@5VAE=&AE
M<B!T:&4@=VJR:R!T;R!B92!D;VYE(&ES(&EN('1H92!P=6)L:6,@:6YT97)E
M<W0L(&JR/"JD:78^"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\
M9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*"JD:78^"JD:78^
M/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2).,B(^PJ#"H
MH,*@*&(IPJ#"H,*@5VAE=&AE<B!T:&4@87!P;&EC86YT('O=6QD('U9F9E
M<B!H87)D<VAI<"P@:6YJ=7-T:6-E(&JR(&1E;&%Y(&EF('1H92!P97)M:70@
M=V5R92!N;W0@9W)A;G1E9"P@;W(\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(C["H,*@PJ H8RG"H,*@PJ!7:&5T:&5R(&9U96P@8VJN<V5R
M=F%T:6JN('O=6QD(')E<W5L="!I9B!T:&4@<&5R;6ET('E<F4@:7-S=65D
M+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@

M8VQA<W,](DYO<FUA;"U,979E;"(^&1I=C["H,*@PJ!.;RIP97)M:70@<VAA
M; &P@8F4@<F5Q=6ER960@=&\@<&5R9FJR;2!E;65R9V5N8WD@=VJR:R!A<R!D
M969I;F5D(&EN(%-E8RX@,3\$Q+C Q*&,I(&]F('1H:7,@8VAA<'1E<BX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P
M="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD
M:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\
M<WIA;B!D97!T:#TB,R(@+SX\9&EV(&-L87-S/2)!<G1I8VQE(CX\9&EV/CQA
M(&YA;64](DI\$7T,Q,4\$T(B!I9#TB2D1?0S\$Q030B('1I=&QE/2)#,3%!-"(@
M+SY!4E1)0TQ%(#0\8G(@+SY614A)0TQ%4SPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ
M,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=B!C;&%S<STB06YA;'ES
M:7,B/E-E8W1I;VX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@8VQA<W,](D%N86QY<VES(CXQ,30N,#"H,*@PJ!696AI8VQE
M(%)E<&%I<G,N/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L
M(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^,3\$T+C RPJ#"H,*@36]T;W(@'1)I
M=F5N(%9E:&EC;&5S+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^&1I=B!C;&%S<STB06YA;'ES:7,B/C\$Q-"XP,*@PJ#"H%9E:&EC
M;&5S(* DR!.;V%D:6YG(&%N9"!5;FQO861I;F<N/"D:78^/"D:78^/&1I
M=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^
M,3\$T+C TPJ#"H,*@075D:6)L92!3:6=N86QI;F<@1&5V:6-E<RX\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](D%N
M86QY<VES(CXQ,30N,#"H,*@PJ!=61I8FQE(\$%D=F5R=&ES:6YG(\$1E=FEC
M97,@XH"3(\$-O;6UE<F-I86P@1FJO9"!696YD;W)S+CPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=B!C;&%S<STB06YA;'ES:7,B
M/C\$Q-"XP-L* @PJ#"H%9E:&EC;&4@5&AE9G0@06QA<FT@4WES=&5M<RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(D%N86QY<VES(CXQ,30N,#"H,*@PJ!=61I8FQE(%-T871U<R!);F1I8V%T
M;W(\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T
M;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\<WIA;B!D97!T:#TB-B(@+SX\9&EV
M(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI\$7S\$Q-"XP,2XB(&ED
M/2)*1%\Q,30N,#\$N(B!T:71L93TB,3\$T+C Q+B(@+SY314,N(#\$Q-"XP,2["
MH"!614A)0TQ%(%)%4%)4E,N/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR
M;6%L+4QE=F5L(CX\9&EV/L* @PJ#"H#QS<&%N('T>6QE/2)F;VYT+7=E:6=H
M=#H@8FJL9#MF;VYT+7-T>6QE.B!N;W)M86P! =&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@8GD@3W)D+BI.;RX@,34V
M+ #,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"D:78^/"D:78^/&1I=B!C
M;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&]M

M/3\$P<'0B/L*@"J'D:78^/"J'D:78^/1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#"H\$ET('H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R
M<V]N+!"W:71H:6X@86YY(')E<VED96YT:6%L('IR;W!E<G1Y(&QO8V%T960@
M=VET:&EN(&%N>2!R97-I9&5N=&EA;"IZ;VYE(&]F('1H92!#:71Y(&]R('=I
M=&A!;B U,# @9F5E="IT:&5R96]F+"IT;R!R97!A:7(L(')E8G5!;&0L(')E
M8V]N<W1R=6-T(&]R(&1I<VUA;G1L92!A;GD@;6]T;W(@=F5H:6-L92!B971W
M965N('1H92!H;W5R<R!O9B X.C P(' N;2X@;V8@;VYE(&1A>2!A;F0@.#HP
M,"IA+FTN(&]F('1H92!N97AT(&1A>2!!;B!S=6-H(&UA;FYE<CH\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]FUA
M<F=I;BUB;W1T;VTJ,3!P="(^PJ\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H82G"H,*@PJ!4
M:&%T(&\$@<F5A<V]N86)L92!P97)S;VX@<F5S:61I;F<@:6X@=&AE(&%R96\$@
M:7,@8V%U<V5D(&1I<V-O;69O<G0@;W(@86YN;WEA;F-E.SPO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=B!S='EL93TB;6%R9VEN
M+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AD*<*@PJ#"H%1H870@
M<W5C:"IA8W1I=FET>2!!<R!A=61I8FQE('1O('1H92!H=6UA;B!E87(@870@
M82!D:7-T86YC92!!;B!E>&-E<W,@;V8@;34P(&9E970@9G)O;2!T:&4@<')O
M<&5R='D@;&EN92!O9B!T:&4@;F]I<V4@<V]U<F-E.SPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=B!S='EL93TB;6%R9VEN+6)O
M='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^&1I=B!C;&%S<STB3#(B/L*@PJ#"H"AC*<*@PJ#"H\$%S('1O(&-R
M96%T92!A;GD@;F]I<V4@<V]U;V8@;VYE(&1A>2!A;F0@.#HP
M=F5L(&]N('1H92!P<F5M:7-E<R!O9B!A;GD@;V-C=7!!960@<F5S:61E;G1I
M86P@<')O<&5R='DL(&]R(&EF(&\$@8V]N9&]M:6YI=6TL(&%P87)T;65N="!H
M;W5S92!O<B!D=7!L97@L('=I=&A!;B!A;GD@861J;VEN:6YG('5N:70L('1O
M(&5X8V5E9"IT:&4@86UB:65N="!N;VES92!L979E;"!B>2!M;W)E('1H86X@
M9FEV92 H-2D@9&5C:6)E;"N"J'D:78^/"J'D:78^/1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@
M/"J'D:78^/"J'D:78^/1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T
M>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"J'D:78^/"J'D:78^/-P86X@
M9&5P=&@](C8B("V/&1I=B!C;&%S<STB4V5C=&EO;B(^&1I=CX\82!N86UE
M/2)*1%Q,30N,#(N(B!I9#TB2D1?,3\$T+C R+B(@=&ET;&4](C\$Q-"XP,BXB
M("4T5#&B Q,30N,#(NPJ @34]43U(@1%))5D5.(%9%2\$E#3\$53+CPO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=C["H,*@PJ\
M<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!
M;65N9&5D(&)Y(\$]R9"X@3F]N(#\$U-BPS-C,L(\$5F9BX@,R!R.2!X,BX!/"J\$
M<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I
M=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=C["H,*@PJ H82G"H,*@PJ!)
M="IS:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('IE<G-O;B!T;R!U;G)E87-O
M;F%B;'D@;W!E<F%T92!A;GD@;6]T;W(@9)I=F5N('9E:&EC;&4@<7!O;B!A

M;GD@<')O<&5R='D@=VET:&EN('1H92!#:71Y(&]R('1O('5N<F5A<V]N86)L
M>2!A8V-E;&5R871E('1H92!E;F=I;F4@;V8@86YY('9E:&EC;&4L(&]R('5N
M<F5A<V]N86)L>2!S;W5N9"P@8FQO=R!O<B!O<&5R871E('1H92!H;W)N(&]R
M(&]T:&5R('=A<FYI;F<@9&5V:6-E(&]F('U8V@@=F5H:6-L92!!;B!S=6-H
M(&UA;FYE<CH\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT];3!P="(^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["
MH,*@PJ Q+L*@PJ#H\$%S('1O(&1I<W1U<F(@=&AE('!E86-E+"!Q=6EE="!A
M;F0@8V]M9F]R="!O9BIA;GD@;F5I9VAB;W)H;V]D(&]R(&]F(&%N>2!R96%S
M;VYA8FQE('!E<G-O;B!R97-I9&EN9R!!;B!S=6-H(&%R96\$!+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VT];3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ R+L*@PJ#H%1H870@
M<W5C:"!A8W1I=FET>2!!<R!A=61I8FQE('1O('1H92!H=6UA;B!E87(@870@
M82!D:7-T86YC92!!;B!E>&-E<W,@;V8@,34P(&9E970@9G)O;2!T:&4@<')O
M<&5R='D@;&EN92!O9B!T:&4@;F]I<V4@<V]U<F-E.SPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=B!S='EL93TB;6%R9VEN+6)O
M='1O;3TQ;'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^&1I=B!C;&%S<STB3#(B/L*@PJ#H#,NPJ#H,*@07,@=&\@8W)E
M871E(&%N>2!N;VES92!W:&EC:"!W;W5L9"!C875S92!T:&4@;F]I<V4@;&5V
M96P@;VX@=&AE('!R96UI<V5S(&]F(&%N>2!O8V-U<&EE9"!R97-I9&5N=&EA
M;"!P<F]P97)T>2P@;W(@:68@82!C;VYD;VUI;FEU;2P@87!A<G1M96YT(&AO
M=7-E(&]R(&1U<&QE>"P@=VET:&EN(&%N>2!A9&IO:6YI;F<@=6YI="P@=&\@
M97AC965D('1H92!A;6)]96YT(&YO:7-E(&QE=F5L(&)Y(&UO<F4@=&AA;B!F
M:79E("U*2!D96-I8F5L<RX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT];3!P="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H
MH,*@*@(IPJ#H,*@5&AI<R!S96-T:6]N('H86QL(&YO="!B92!A<'!L:6-A
M8FQE('1O(&%N>2!V96AI8VQE('=H:6-H(&ES(&]P97)A=&5D('5P;VX@86YY
M('!U8FQI8R!H:6=H=V%Y+"!S=)E970@;W(@<FEG:'0M;V8M=V%Y(&]R('1O
M('1H92!O<&5R871I;VX@;V8@86YY(&]F9BUH:6=H=V%Y('9E:&EC;&4@=&\@
M=&AE(&5X=&5N="!!="!!<R!R96=U;&%T960@:6X@=&AE(%9E:&EC;&4@0V]D
M92X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M<W1Y;&4](FUA<F=I;BUB;W1T;VT];3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T
M;VT];3!P="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV
M(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI\$7S\$Q-"XP,RXB(&ED
M/2)*1%Q,30N,#,N(B!T:71L93TB,3\$T+C S+B(@+SY314,N(\$Q-"XP,R["
MH"!614A)0TQ%4R#B@),@3\$]!1\$E.1R!!3D0@54Y,3T%\$24Y+CPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=C["H,*@PJ \<W!A
M;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N
M9&5D(&)Y(\$]R9"X@3F\N(\$V-BPU,30L(\$5F9BX@,2\!R-"Y,2X!/"S<&%N

M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,J(DYO<FUA;"U,979E;"(^/&1I=BIS
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C['H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,J(DYO<FUA;"U,979E;"(^/&1I=C['H,*@PJ H82G"H,*@PJ)=!"IS
M:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('!E<G-O;BP@8F5T=V5E;BIT:&4@
M:&]U<G,@;V8@,3 Z,# @<"YM+BI;F0@-SHP,"!A+FTN(&]F('!H92!F;VQL
M;W=I;F<@9&%Y+"!T;R!L;V%D(&]R('5N;&]A9"!A;GD@=F5H:6-L92P@;W(@
M;W!E<F%T92!A;GD@9&]L;&EE<RP@8V%R='L(&9O<FML:69T<RP@;W(@;W1H
M97(@=VAE96QE9"!E<75I<&UE;G0L('=H:6-H(&-A=7-E<R!A;GD@:6UP=6QS
M:79E('!O=6YD+"!R875C;W5S(&]R('5N;F5C97-S87)Y(&YO:7-E('!I=&AI
M;B R,# @9F5E="!O9BIA;GD@<F5S:61E;G1I86P@8G5I;&1I;F<N!"D:78^
M/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('!T>6QE/2)M
M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"D:78^/"D:78^/&1I=BIC;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV/L*@"PJ#"H"AB*<@"PJ#"H\$ER<F5S<&5C=&EV
M92!O9BIT:&4@<")O=FES:6]N<R!O9BI3=6)S96-T:6]N("AA*2P@;&]A9&EN
M9R!O<B!U;FQO861I;F<@;V8@=F5H:6-L97,@;V8@=&AE('!Y<&4@;V8@86-T
M:79I='D@<F5F97)R960@=&]\@:6X@4W5B<V5C=&EO;B H82D@;6%Y(&]C8W5R
M(&)E='=E96X@=&AE(&AO=7)S(&]F(#8Z,# @82YM+BIT;R Q,3HP,"!IP+FTN
M(&]F('!H92!S86UE(&1A>2IP=7)S=6%N="!T;R!A('!E<FUI="!<W-U960@
M8GD@=&AE(\$1E<&%R=&UE;G0@;V8@5)A;G-P;W)T871I;VX@:6X@86-C;W)D
M86YC92!W:71H(&\$@8G5S:6YE<W,@<")O9W)A;2!A<R!D969I;F5D(&)Y('!A
M:60@9&5P87)T;65N="!"H"14:&ES('!E<FUI="!IP<F]G<F%M('!O=6QD(&)E
M(&QI;6ET960@=&]\@=&AE(&%R96\$@8F]U;F1E9"!B>2!797-T97)N(\$%V96YU
M92P@4V%N=&\$@36]N:6-A(\$9R965W87DL(\$-E;G1R86P@079E;G5E+"!A;F0@
M=&AE(%-A;B!\$;65G;R!&<F5E=V%Y+"!W:71H:6X@=&AE(&QI;6ET<R!O9BIT
M:&4@0VET>2!O9BI;W,@06YG96QE<RX@4W5C:"!IP97)M:71S('!I=&P@;F]T
M(&)E\&ES<W5E9"!T;R!H:6=H+6YO:7-E(&)U<VEN97-S97,@<W5C:"!A<R!T
M<F%\$S:"!P:6-K=7 N/"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('!T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"D:78^
M/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('!T>6QE/2)M
M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"D:78^/"D:78^/-P86X@9&5P=&@]
M(C8B("W/&1I=BIC;&%S<STB4V5C=&EO;B(^/&1I=CX\82IN86UE/2)*1%\Q
M,30N,#0N(B!I9#TB2D1?,3\$T+C T+B(@=&ET;&4](C\$Q-"XP-"XB("^^4T5#
M+B Q,30N,#0NPJ @055\$24),12!324=.04Q)3D<@1\$5624-%4RX\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2);W)M86PM3&5V96PB/CQD:78^PJ#"H,*@/-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA
M;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXH061D
M960@8GD@3W)D+B!;RX@,38Q+#4W-"P@169F+B Y+S@O.#8N*3PO<W!A;CX\
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2);W)M86PM3&5V96PB/CQD:78@<W1Y
M;&4](FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L
M87-S/2);W)M86PM3&5V96PB/CQD:78^PJ#"H,*@270@<VAA;&P@8F4@=6YL
M87=F=6P@9F]R(&%N>2IP97)S;VXL('!I=&AI;B!A;GD@<F5S:61E;G1I86P@
M>F]N92!O9BIT:&4@0VET>2!O<B!W:71H:6X@-3 P(&9E970@=&AE<F5O9BP@
M=&]\@<V]U;F0L(&)L;W<L(&]R(&]P97)A=&4@86YY(&%U9&EB;&4@<VEG;F%L

M:6YG(&1E=FEC92P@:6YC;'5D:6YG('E<75E;G1I86P@86ER:&]R;G,@;W(@
M96QE8W1R;VYI8V%L;'D@;WIE<F%T960@=F5H:6-U;&%R(&QO=60@<WIE86ME
M<BIM=7-I8R!D979I8V5S+"IW:&EC:"!C86X@8F4@:&5A<F0@9F]R(&\$@9&ES
M=&%N8V4@9W)E871E<BIT:&%N(#(P,"!F965T(&9O<BIA;GD@<'5R<&]S92["
MH"!6:6]L871I;VX@;V8@=&AI<RIS96-T:6]N('H86QL(&-O;G-T:71U=&4@
M86X@:6YF<F%C=&EO;L*@(1H:7,@<V5C=&EO;BID;V5S(&YO="IA9&1R97-S
M(&AO<FX@;W(@=V%R;FEN9R!D979I8V5S(')E9W5L871E9"!I;B!!<G1I8VQE
M(#\$@;V8@0VAA<'1E<B U(&]F(\$1I=FES:6]N(#\$R(&]F('1H92!696AI8VQE
M(\$-O9&4@;V8@=&AE(%-T871E(&]F(\$-A;&EF;W)N:6\$L(&-O;6UE;F-I;F<@
M870@4V5C=&EO;B R-S P,"["H" \<WIA;BIS='EL93TB9F]N="UW96EG:'0Z
M(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<WIL87DZ(&EN;&EN93LB/BA,87-T('E;G1E;F-E(&%M96YD960@8GD@
M3W)D+BI.;RX@,38U+C\$Y,2P@169F+B Q,"IR,RX.2XI/"JS<&%N/CPO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=BIS='EL93TB
M;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT
M(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,]
M(E-E8W1I;VXB/CQD:78^/&\$@;F%M93TB2D1?,3\$T+C U+B(@:60](DI\$7S\$Q
M-"XP-2XB('1I=&QE/2(Q,30N,#4N(B O/E-%0RX@,3\$T+C U+L*@(\$%51\$E"
M3\$4@041615)425-3D<@1\$5624-%4R#B@),@0T]-34520TE!3"!&3T]\$(%9%
M3D1/4E,N/"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV/L*^@PJ#"H#QS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT
M+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^*\$%D9&5D(&)Y(\$]R9"X@3F\N(#\$V-"PU,S(L(\$5F9BX@-"IR
M,"X.2XI/"JS<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=C["H,*@PJ!
M;W1W:71H<W1A;F1I;F<@=&AE('IR;W9I<VEO;G,@;V8@4V5C=&EO;B Q,30N
M,#0L(&ET('H86QL(&)E('5N;&%W9G5L(&9O<BIA;GD@<&5R<V]N+"IT;RIS
M;W5N9"P@8FQO=R!O<B!O<&5R871E(&%N>2IM=7-I8RP@8VAI;65S(&]R(&)E
M;&QS+"!O<BIA;GD@<VEM:6QA<BIS;W5N9"ID979I8V4L(&%M<&QI9FEE9"!O
M<B!O=&AE<G=I<V4L('I=&AI;B R,# @9F5E="!O9BIA;GD@<F5S:61E;G1I
M86P@8G5I;&1I;F<@8F5T=V5E;BIT:&4@:&]U<G,@;V8@.3HP,"!P+FTN(&%N
M9" W.C P(&\$N;2X@=&AE(&YE>'0@9&%Y('H:6QE(&]P97)A=&EN9R!A(&-A
M=&5R:6YG('1R=6-K+"IA<RIT:&%T('1E<FT@:7,@9&5F:6YE9"!I;B!396-T
M:6]N(#@P+C<S(&]F('1H92!-6YI8VEP86P@0V]D92X\+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB
M;W1T;VT],3IP="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3IP="(^PJ \+V1I
M=CX\+V1I=CX\<WIA;BID97IT:#TB-B(@+SX\9&EV(&-L87-S/2)396-T:6]N
M(CX\9&EV/CQA(&YA;64](DI\$7S\$Q-"XP-BXB(&ED/2)*1%Q,30N,#8N(BIT
M:71L93TB,3\$T+C V+B(@+SY314,N(#\$Q-"XP-B["H"!614A)OTQ%(%1(1494
M(\$%,Q5)-(%-94U1%35,N/"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L

M+4QE=F5L(CX\9&EV/L* @PJ#"H#QS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@
M8FJL9#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6JN.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^*\$9O<FUE<B!396,N(#\$Q-"XP-2P@4F5N=6UB
M97)E9"IB>2!/<F0N(\$YO+B Q-C0L-3,R+"!%9F8N(#0O,C O.#DN*3PO<WIA
M;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@270@<VAA;&P@8F4@
M=6YL87=F=6P@9FJR(&%N>2IP97)S;VX@=&\@:6YS=&%L;"P@;W!E<F%T92IO
M<B!U<V4@86YY('9E:&EC;&4@=&AE9G0@86QA<FT@<WES=&5M('1H870@96UI
M=',@;W(@8V%U<V5S('1H92IE;6ES<VEO;B!O9BIA;BIA=61I8FQE('O=6YD
M+"!W:&EC:"!I<RIN;W0L(&JR(&1O97,@;FJT(&)E8VJM92P@875T;VUA=&EC
M86QL>2!A;F0@8VJM<&QE=&5L>2!S:6QE;F-E9"!W:71H:6X@9FEV92IM:6YU
M=&5S+B!4:&4@=&EM92IP97)!;V0@<VAA;&P@8F4@8V%L8W5L871E9"!B87-E
M9"!U<&JN('1H92IE;6ES<VEO;B!O9BIT:&4@9FER<W0@875D:6)L92!S;W5N
M9"!A;F0@<VAA;&P@96YD(&9I=F4@:6EN=71E<R!T:&5R96F=&5R(&YO='=I
M=&AS=&%N9&EN9R!A;GD@=F%R:6%T:6JN(&JR('T;WIP86=E(&EN('1H92IE
M;6ES<VEO;G,@;V8@875D:6)L92!S;W5N9"!H"!6:6JL871I;VX@;V8@=&AI
M<R!S96-T:6JN('H86QL(&-O;G-T:71U=&4@86X@:6YF<F%C=&EO;BX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3!P
M="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S
M/2)396-T:6JN(CX\9&EV/CQA(&YA;64](DI\$7S\$Q-"XP-RXB(&ED/2)*1%\Q
M,30N,#<N(BIT:71L93TB,3\$T+C W+B(@+SY314,N(#\$Q-"XP-R["H"!541)
M0DQ%(%-405154R!)3D1)0T%43U(N/"JD:78^/"JD:78^/&1I=B!C;&%S<STB
M3FJR;6%L+4QE=F5L(CX\9&EV/L* @PJ#"H#QS<&%N('T>6QE/2)F;VYT+7=E
M:6=H=#H@8FJL9#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6JN
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$D9&5D(&)Y(\$)R9"X@3F\N(#\$V
M.2PW.#4L(\$5F9BX@-B!Y+SDT+BD\+W-P86X^/"JD:78^/"JD:78^/&1I=B!C
M;&%3<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM
M/3\$P<'0B/L* @/"JD:78^/"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L
M(CX\9&EV/L* @PJ#"H\$ET('H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R
M<VJN('1O(&EN<W1A;&PL(&JP97)A=&4L('5S92!O<B!M86EN=&%I;B!A;GD@
M=F5H:6-L92IT:&5F="!A;&%R;2IS>7-T96T@=VAI8V@@@=71I;&EZ97,@86X@
M875D:6)L92!S=&%T=7,@:6YD:6-A=&JR(&5M:71T:6YG(&JR(&-A=7-I;F<@
M=&AE(&5M:7-S:6JN(&JF(&%N(&%U9&EB;&4@<VJU;F0@9FJR(&\$@9'5R871I
M;VX@;V8@;6JR92IT:&%N(&JN92!M:6YU=&4NPJ @5&AE('1I;64@<&5R:6JD
M('H86QL(&)E(&-A;&-U;&%T960@9G)O;2IT:&4@<&J!;G0@:6X@=&EM92IO
M9BIT:&4@96UI<W-I;VX@;V8@=&AE(&9I<G-T(&%U9&EB;&4@<VJU;F0@=7-E
M9"!I;B!C86QC=6QA=&EO;B!A;F0@<VAA;&P@96YD(&JN92!M:6YU=&4@=&AE
M<F5A9G1E<BP@;FJT=VET:'-T86YD:6YG(&%N>2!V87)I871I;VX@;W(@=&5M
M<&JR87)Y('T;WIP86=E(&EN('1H92IE;6ES<VEO;B!O9BIA=61I8FQE('O
M=6YD+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,J(DYO<FUA;"U,979E;"(^/&1I

M=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=C["H,*@PJ!!<R!U<V5D(&EN
M('1H:7,@<V5C=&EO;BP@86X@875D:6)L92!S=&%T=7,@:6YD:6-A=&]R(&ES
M(&\$@8VJM<&]N96YT(&]F(&\$@=F5H:6-L92!T:&5F="!A;&%R;2!S>7-T96T@
M=VAI8V@@@96UI=';@<VJU;F0@875D:6)L92!O=71S:61E('1H92!V96AI8VQE
M(&9O<B!T:&4@<'5R<&]S92!O9B!W87)N:6YG('1H870@82!V96AI8VQE('1H
M969T(&%L87)M('Y<W1E;2!I<R!!;G-T86QL960@86YD(&%R;65D(&]R(&]P
M97)A=&EO;F%L+L*@(%1H92!T97)M(. * G#QS<&%N('T>6QE/2)F;VYT+7=E
M:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4]9&ES<&QA>3H@:6YL:6YE.R(^875D:6)L92!S=&%T=7,@:6YD:6-A
M=&]R/"S<&%N/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;4Z(&YO<FUA;#MT97AT+61E8VJR871!;VXZ;F]N93MD:7-P;&%Y
M.B!!;FQI;F4[(C[B@)T@<VAA;&P@:6YC;'5D92!A;GD@9&5V:6-E('=H:6-H
M(&5M:71S(&\$@8VAI<G L('9O:6-E(&UE<W-A9V4@;W(@;W1H97(@<VJU;F0@
M=VAE;B!A;B!A<'!R;V%C:&EN9R!P97)S;VX@:7,@=VET:&EN(&\$@8V5R=&%I
M;B!D:7-T86YC92!O9BIT:&4@=F5H:6-L92!!;B!W:&EC:"IT:&4@9&5V:6-E
M(&ES(&EN<W1A;&QE9"X!+W-P86X^/"D:78^/"D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B
M/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@"PJ#"H\$EN('1H92!E=F5N="!E;F9O<F-E;65N="!O9B!A('9I;VQA=&EO
M;B!O8V-U<G,@=6YD97(@=&AI<R!S96-T:6]N+"!N;R!E;F9O<F-E;65N="!S
M:6%L;"!B92!T86ME;B!U;F1E<B!396-T:6]N(#@P+C<U+FP@;V8@=&AE(\$UU
M;FEC:7!A;"#;V1E(&9O<B!T:&4@<V%M92!V:6]L871!;VXN/"D:78^/"D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G
M:6XM8F]T=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV/L*@"PJ#"H%9I;VQA=&EO;B!O9B!A;GD@<')O=FES
M:6]N(&]F('1H:7,@<V5C=&EO;B!S:&%L;"!C;VYS=&ET=71E(&%N(&EN9G)A
M8W1!;VXN/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM
M8F]T=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"/"D
M:78^/"D:78^/-P86X@9&5P=&@](C,B("V/&1I=B!C;&%S<STB07)T:6-L
M92(^/&1I=CX\82!N86UE/2)*1%#;3%!-2(@:60](DI\$7T,Q,4\$U(B!T:71L
M93TB0S\$Q034B("V^05)424-,12 U/&)R("V^04U03\$E&245\$(-/54Y\$/"D
M:78^/"D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE
M/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P
M<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV(&-L87-S/2)!;F%L>7-I<R(^4V5C=&EO;CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^&1I=B!C;&%S<STB06YA;'ES:7,B/C\$Q
M-2XP,<*"@PJ#"H%IU<G!O<V4N/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^,3\$U+C RPJ#"H,*@

M4")O:&EB:71I;VX@86YD(%)E9W5L871I;VYS+CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO
M9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,](E-E8W1I;VXB/CQD
M:78^/&\$@;F%M93TB2D1?,3\$U+C Q+B(@:60J(DI\$7S\$Q-2XP,2XB('1I=&QE
M/2(Q,34N,#\$N(B O/E-%0RX@,3\$U+C Q+L*@(%!54E! /4T4N/"D:78^/"D
M:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G
M:6XM8FJT=&]M/3\$P<'0B/L* @/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR
M;6%L+4QE=F5L(CX\9&EV/L* @PJ#"H%1H92!#;W5N8VEL(&5N86-T<RIT:&ES
M(&QE9VES;&%T:6JN(&9O<BIT:&4@<VJL92!P=7)P;W-E(&JF('E8W5R:6YG
M(&%N9"IP<FJM;W1I;F<@=&AE('IU8FQI8RIH96%L=&@L(&-O;69O<G0L('A
M9F5T>2P@86YD('E;&9A<F4@;V8@:71S(&-I=&EZ96YR>2["H"!7:&EL92!R
M96-O9VYI>FEN9RIT:&%T(&-E<G1A:6X@=7-E<R!O9B!S;W5N9"IA;7!L:69Y
M:6YG(&5Q=6EP;65N="IA<F4@<')O=&5C=&5D(&)Y('1H92!C;VYS=&ET=71I
M;VYA;"IR:6=H=',@;V8@9G)E961O;2!O9BIS<&5E8V@@@86YD(&%S<V5M8FQY
M+"IT:&4@0VJU;F-I;"IN979E<G1H96QE<W,@9F5E;'@;V)L:6=A=&5D('1O
M(')E87-O;F%B;'D@<F5G=6QA=&4@=&AE('5S92!O9B!S;W5N9"IA;7!L:69Y
M:6YG(&5Q=6EP;65N="II;B!O<F1E<BIT;R!P<FJT96-T('1H92!C;W)R96QA
M=&EV92!C;VYS=&ET=71I;VYA;"IR:6=H=',@;V8@=&AE(&-I=&EZ96YS(&JF
M('1H:7,@8VJM;75N:71Y('1O('IR:79A8WD@86YD(&9R965D;VT@9G)O;2!P
M=6)L:6,@;G5I<V%N8V4@;V8@;&JU9"IA;F0@=6YN96-E<W-A<GD@;FJ]<V4N
M/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T
M>6QE/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L* @/"D:78^/"D:78^/&1I=B!C
M;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&]M
M/3\$P<'0B/L* @/"D:78^/"D:78^/-P86X@9&5P=&@J(C8B("V/&1I=B!C
M;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)*1%\Q,34N,#(N(B!I9#TB
M2D1?,3\$U+C R+B(@=&ET;&4J(C\$Q-2XP,BXB("V^4T5#+B Q,34N,#(NPJ @
M4%)/2\$E"251)3TX@04Y\$(%)%1U5,051)3TY3+CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"^/&1I=C["H,* @PJ!]="IS:&%L;"IB92!U;FQA=V9U;"!F;W(@86YY('IE
M<G-O;BP@;W1H97(@=&AA;B!P97)S;VYN96P@;V8@;&%W(&5N9FJR8V5M96YT
M(&JR;&=O=F5R;FUE;G1A;"IA9V5N8VEE<RP@;W(@<&5R;6ET=&5E<R!D=6QY
M(&%U=&AO<FEZ960@=&@\@=7-E('1H92!S86UE('IU<G-U86YT('1O(%-E8RX@
M,3 S+C\$Q,2!O9BIT:&ES(\$-O9&4L('1O(&EN<W1A;&PL('5S92P@;W(@;WIE
M<F%T92!W:71H:6X@=&AE(\$-I='D@82!L;W5D<W!E86ME<B!O<B!S;W5N9"IA
M;7!L:69Y:6YG(&5Q=6EP;65N="II;B!A(&9I>&5D(&JR(&UO=F%B;&4@<&JS
M:71I;VX@;W(@:6JU;G1E9"IU<&JN(&%N>2IS;W5N9"IT<G5C:R!F;W(@=&AE
M('IU<G!O<V5S(&JF(&-I=FEN9R!!;G-T<G5C=&EO;G,L(&1I<F5C=&EO;G,L
M('1A;&MS+"IA9&1R97-S97,L(&QE8W1U<F5S+"!O<BIT<F%N<VUI='1I;F<@
M;75S:6,@=&\@86YY('IE<G-O;G,@;W(@87-S96UB;&%G97,@;V8@<&5R<VJN
M<R!!;B!O<B!U<&JN(&%N>2!P=6)L:6,@<W1R965T+"IA;&QE>2P@<VED97=A

M;&LL('IA<FL@;W(@<&QA8V4L(&]R(&]T:&5R('IU8FQI8RIP<FJP97)T>2!E
M>&-E<'0@=VAE;B!;G-T86QL960L('5S960@;W(@;WIE<F%T960@:6X@8V]M
M<&QI86YC92!W:71H('1H92!F;VQL;W=I;F<@<')O=FES:6]N<SH\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VT];3!P="(^\PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H82G"H,*@PJ!)
M;B!A;&P@<F5S:61E;G1I86P@>F]N97,@86YD('I=&AI;B U,# @9F5E="IT
M:&5R96]F+"IN;RIS;W5N9"IA;7!L:69Y:6YG(&5Q=6EP;65N="IS:&%L;"!B
M92!;G-T86QL960L(&]P97)A=&5D(&]R('5S960@9F]R(&-O;6UE<F-I86P@
M<'5R<&]S97,@870@86YY('1I;64N"JD:78^"JD:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B
M/L*@"JD:78^"JD:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M(&-L87-S/2).,B(^PJ#"H,*@*&(IPJ#"H,*@5&AE(&]P97)A=&EO;B!O<B!U
M<V4@;V8@<V]U;F0@86UP;&EF>6EN9R!E<75I<&UE;G0@9F]R(&YO;F-O;6UE
M<F-I86P@<'5R<&]S97,@:6X@86QL(')E<VED96YT:6%L('IO;F5S(&%N9"!W
M:71H:6X@-3 P(&9E970@=&AE<F5O9BP@97AC97IT('=H96X@=7-E9"IF;W(@
M<F5G=6QA<FQY('C:&5D=6QE9"!O<&5R871I=F4@9G5N8W1I;VYS(&)Y(&%N
M>2!S8VAO;VP@;W(@9F]R('1H92!U<W5A;"!A;F0@8W5S=&]M87)Y('!U<G!O
M<V5S(&]F(&%N>2!C:'5R8V@L(&ES('!R;VAI8FET960@8F5T=V5E;BIT:&4@
M:&]U<G,@;V8@-#HS,"!P+FTN(&%N9" Y.C P(&\$N;2X@;V8@=&AE(&9O;&QO
M=VEN9R!D87DN"JD:78^"JD:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"JD:78^"JD
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2).,B(^
MPJ#"H,*@*&,IPJ#"H,*@26X@86QL(&]T:&5R('IO;F5S+"!E>&-E<'0@<W5C
M:"!P;W)T:6]N<R!T:&5R96]F(&%S(&UA>2!B92!;F-L=61E9"!W:71H:6X@
M-3 P(&9E970@;V8@86YY(')E<VED96YT:6%L('IO;F4L('1H92!O<&5R871I
M;VX@;W(@=7-E(&]F('O=6YD(&%M<&QI9GEI;F<@97%U:7IM96YT(&9O<B!C
M;VUM97)C:6%L('!U<G!O<V5S(&ES('!R;VAI8FET960@8F5T=V5E;BIT:&4@
M:&]U<G,@;V8@.3HP,"!P+FTN(&%N9" X.C P(&\$N;2X@;V8@=&AE(&9O;&QO
M=VEN9R!D87DN"JD:78^"JD:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"JD:78^"JD
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2).,B(^
MPJ#"H,*@*&0IPJ#"H,*@26X@86QL(&]T:&5R('IO;F5S+"!E>&-E<'0@<W5C
M:"!P;W)T:6]N<R!T:&5R96]F(&%S(&UA>2!B92!;F-L=61E9"!W:71H:6X@
M-3 P(&9E970@;V8@86YY(')E<VED96YT:6%L('IO;F4L('1H92!O<&5R871I
M;VX@;W(@=7-E(&]F('O=6YD(&%M<&QI9GEI;F<@97%U:7IM96YT(&9O<B!N
M;VYC;VUM97)C:6%L('!U<G!O<V5S(&ES('!R;VAI8FET960@8F5T=V5E;BIT
M:&4@;&]U<G,@;V8@,3 Z,# @<"YM+B!A;F0@-SHP,"!A+FTN(&]F('1H92!F
M;VQL;W=I;F<@9&%Y+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(/&1I=B!S="EL93TB;6%R9VEN+6)O='1O;3TQ,"!T(C["H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(/&1I=B!C;&%S<STB
M3#(B/L*@PJ#"H"AE*<@PJ#"H"1H92!O;FQY('O=6YD<RIP97)M:71T960@
M<VAA;&P@8F4@96ET:&5R(&UU<VEC+"!H=6UA;B!S<&5E8V@L(&]R(&)O=&@N

M/"D:78^/"D:78^/1=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T
M>6QE/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L*@"D:78^/"D:78^/1=B!C
M;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&8I
MPJ#"H,*@4VJU;F0@96UA;F%T:6YG(&9R;VT@<VJU;F0@86UP;&EF>6EN9RIE
M<75I<&UE;G0@<VAA;&P@8F4@;&EM:71E9"II;B!V;VQU;64L('1O;F4@86YD
M(&EN=&5N<VET>2!A<RIF;VQL;W=S.CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/1=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/1
M=B!C;&%S<STB3#,B/L*@"PJ#"H#\$NPJ#"H,*@5&AE('O=6YD('H86QL(&YO
M="IB92!A=61I8FQE(&%T(&\$@9&ES=&%N8V4@:6X@97AC97-S(&]F(#(P,"IF
M965T(&9R;VT@=&AE('O=6YD(&5Q=6EP;65N="X\+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T
M;VTJ,3!P="(^PJ\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@8VQA<W,](DPS(C["H,*@PJ R+L*@"PJ#"H\$EN(&YO(&5V96YT
M('H86QL('1H92!S;W5N9"!B92!L;W5D(&%N9"!R875C;W5S(&]R('5N<F5A
M<VJN86)L>2!J87)R:6YG+"ID:7-T=7)B:6YG+"IA;FYO>6EN9RIO<B!A(&YU
M:7-A;F-E('1O(')E87-O;F%B;&4@<&5R<VJN<R!O9B!N;W)M86P@<V5N<VET
M:79E;F5S<R!W:71H:6X@=&AE(&%R96\$@;V8@875D:6)I;&ET>2X\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VTJ,3!P="(^PJ\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H9RG"H,*@PJ!%
M>&-E<'0@87,@<')O=FED960@:6X@*&I(&%B;W9E+"IN;R!S;W5N9"IA;7!L
M:69Y:6YG(&5Q=6EP;65N="IS:&%L;"IB92!O<&5R871E9"!U<&]N(&%N>2!P
M<FJP97)T>2!A9&IA8V5N="IT;R!A;F0@=VET:&EN(#(P,"IF965T(&]F(&%N
M>2!H;W-P:71A;"!G<FJU;F1S(&]R(&%N>2!S8VAO;VP@;W(@8VAU<F-H(&)U
M:6QD:6YG('=H:6QE(&EN('5S92X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3!P="(^
MPJ\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(C["H,*@PJ H:"G"H,*@PJ\<W!A;B!S='EL93TB9FJN="UW
M96EG:'0Z(&)O;&0[9FJN="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$JR9"X@3F\N
M(#\$T-2PV.3\$L(\$5F9BX@-2!R+S<T+BD@/"JS<&%N/CQS<&%N('T>6QE/2)F
M;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8VJR871I;VXZ;FJN93MD:7-P;&%Y.B!I;FQI;F4[(CY4:&4@;WIE<F%T:6]N
M(&]R('5S92!O9B!A;GD@<VJU;F0@86UP;&EF>6EN9RIE<75I<&UE;G0@:6YS
M=&%L;&5D+"!M;W5N=&5D+"!A='1A8VAE9"!O<B!C87)R:65D(&EN(&]R(&)Y
M(&%N>2!S;W5N9"!T<G5C:R!!<RIF=7)T:&5R('!R;VAI8FET960Z/"JS<&%N
M/CPQ9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/1=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/1=B!C;&%S<STB3#,B/L*@"PJ#"H#\$N
MPJ#"H,*@5VET:&EN('1H92!#96YT<F%L(%1R869F:6,@9&ES=")I8W0@870@
M86YY('1I;64["D:78^/"D:78^/1=B!C;&%S<STB3FJR;6%L+4QE=F5L
M(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L*@"D:78^/"D

M:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,R(^
MPJ#H,*@,B["H,*@PJ!5<&]N(\$AO;&QY=VJO9"!";W5L979A<F0@8F5T=V5E
M;B!697)M;VYT(\$%V96YU92!A;F0@3&\$@0G)E82IA="!A;GD@=&EM93L\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPS(C["H,*@PJ S+L*@PJ#"
MH%5P;VX@5VEL<VAI<F4@0F]U;&5V87)D(&%T(&%N>2!T:6UE.SPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R
M9VEN+6)O='!O;3TQ;'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#,B/L*@PJ#"H#0NPJ#"H,*@57!O
M;B!3=6YS970@0F]U;&5V87)D(&%T(&%N>2!T:6UE.SPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O
M='!O;3TQ;'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!C;&%S<STB3#,B/L*@PJ#"H#4NPJ#"H,*@57!O;B!6:6YE
M(%-T<F5E="!A="!A;GD@=&EM93L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPS(C["H,*@PJ V+L*@PJ#"H%5P;VX@86YY('!-T<F5E="!B971W
M965N('!H92!H;W5R<R!O9B T.C,P(' N;2X@86YD(#DZ,# @82YM+B!O9B!T
M:&4@9F]L;&]W:6YG(&1A>3L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA
M<W,](DPS(C["H,*@PJ W+L*@PJ#"H%5P;VX@86YY('!-T<F5E="!O;B!A;GD@
M4W5N9&%Y+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=B!S='EL93TB;6%R9VEN+6)O='!O;3TQ;'!T(C["H#PO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN
M+6)O='!O;3TQ;'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='!O;3TQ;'!T(C["H#PO
M9&EV/CPO9&EV/CQS<&%N(&1E<'!H/2(S(B O/CQD:78@8VQA<W,](D%R=&EC
M;&4B/CQD:78^/&\$@;F%M93TB2D1?0S\$Q038B(&ED/2)*1%]#,3%!-B(@=&ET
M;&4](D,Q,4\$V(B O/D%25\$E#3\$4@-CQB<B O/D=%3D5204P@3D])4T4\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P
M="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD
M:78@8VQA<W,](D%N86QY<VES(CY396-T:6]N["]D:78^/"D:78^/&1I=B!C
M;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^,3\$V
M+C QPJ#"H,*@3&]U9"P@56YN96-E<W-A<GD@86YD(%5N=7-U86P@3F])<V4N
M["]D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('!-T
M>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@["]D:78^/"D:78^/&1I=B!C
M;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('!-T>6QE/2)M87)G:6XM8F]T=&]M
M/3\$P<'0B/L*@["]D:78^/"D:78^/-P86X@9&5P=&@](C8B("^\&1I=B!C
M;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)*1%\Q,38N,#\$N(B!I9#TB

M2D1?,3\$V+C Q+B(@=&ET;&4](C\$Q-BXP,2XB("V^4T5#+B Q,38N,#\$NPJ @
M3\$]51"P@54Y.14-%4U-I4ED@04Y\$(%5.55-504P@3D])4T4N/"D:78^/"D
M:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G
M:6XM8F]T=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H\$YO='I=&AS=&%N9&EN9R!A;GD@;W1H
M97(@<')O=FES:6]N<R!O9B!T:&ES(&-H87!T97(@86YD(&EN(&%D9&ET:6]N
M('1H97)E=&L(&ET('H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R<V]N
M('1O('I;&QF=6QL>2IM86ME(&]R(&-O;G1I;G5E+"!O<B!C875S92!T;R!B
M92IM861E(&]R(&-O;G1I;G5E9"P@86YY(&QO=60L('5N;F5C97-S87)Y+"!A
M;F0@=6YU<W5A;"!N;VES92!W:&EC:"ID:7-T=7)B<R!T:&4@<&5A8V4@;W(@
M<75I970@;V8@86YY(&YE:6=H8F]R;&]O9"!O<B!W:&EC:"!C875S97,@9&ES
M8V]M9F]R="!O<B!A;FYO>6%N8V4@=&]@86YY(')E87-O;F%B;&4@<&5R<V]N
M(&]F(&YO<FUA;"!S96YS:71I=F5N97-S(')E<VED:6YG(&EN('1H92!A<F5A
M+L*@"(%1H92!S=&%N9&%R9"!W:&EC:"!M87D@8F4@8V]N<VED97)E9"!I;B!D
M971E<FUI;FEN9R!W:&5T:&5R(&\$@=FEO;&%T:6]N(&]F('1H92!P<F]V:7-I
M;VYS(&]F('1H:7,@<V5C=&EO;B!E>&ES=',@:6%Y(&EN8VQU9&4L(&)U="!N
M;W0@8F4@;&EM:71E9"!T;RP@=&AE(&9O;&QO=VEN9SH!+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2);W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB
M;W1T;VT];3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2);W)M86PM
M3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H82G"H,*@PJ!4:&4@;&5V
M96P@;V8@;F]I<V4["D:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"/"D:78^
M/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),
M,B(^PJ#"H,*@*&(IPJ#"H,*@5VAE=&AE<B!T:&4@;F%T=7)E(&]F('1H92!N
M;VES92!I<R!U<W5A;"!O<B!U;G5S=6%L.SPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=B!S="EL93TB;6%R9VEN+6)O='1O;3TQ
M,"IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=BIC;&%S<STB3#(B/L*@PJ#"H"AC*<*@PJ#"H%=H971H97(@=&AE(&]R
M:6=I;B!O9B!T:&4@;F]I<V4@:7,@;F%T=7)A;"!O<B!U;FYA='5R86P["D
M:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE
M/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=BIC;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2);B(^PJ#"H,*@*&0IPJ#"
MH,*@5&AE(&QE=F5L(&%N9"!I;G1E;G-I='D@;V8@=&AE(&)A8VMG<F]U;F0@
M;F]I<V4L(&EF(&%N>3L+V1I=CX\+V1I=CX\9&EV(&-L87-S/2);W)M86PM
M3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT];3!P="(^PJ \+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2);W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(DPR(C["H,*@PJ H92G"H,*@PJ!4:&4@<')O>&EM:71Y(&]F('1H92!N;VES
M92!T;R!R97-I9&5N=&EA;"!S;&5E<&EN9R!F86-I;&ET:65S.SPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIC;&%S<STB3#(B
M('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I
M=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2);B(^PJ#"H,*@
M*&8IPJ#"H,*@5&AE(&YA='5R92!A;F0@>F]N:6YG(&]F('1H92!A<F5A('I
M=&A!;B!W:&EC:"!T:&4@;F]I<V4@96UA;F%T97,["D:78^/"D:78^/&1I

M=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT
M=&]M/3\$P<'0B/L*@"D:78^/"D:78^/&1I=BIC;&%S<STB3FJR;6%L+4QE
M=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*<IPJ#"H,*@5&AE(&1E;G-I
M='D@;V8@=&AE(&EN:&%B:71A=&EO;B!O9BIT:&4@87)E82!W:71H:6X@=VAI
M8V@=@=&AE(&YO:7-E(&5M86YA=&5S.SPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT
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end

E,

Great talking to you. I appreciate your assistance. Here are the list of items we discussed to follow up on.

- * HED Task Force, August 20, 2015. SOW: 1700 in Hollywood Roll Call Room
- * Meeting with City Attorney and owners of the Supper Club on August 19, 1130 Hours, @ Hollywood Station, Captain's office.
- * Procure a Noise measuring meter device for Hollywood HED unit. (Chris Waters)
- * Send me information on citing procedures for noise related sections.

- * Also need to determine property line for Cashmere Night Club to determine if we meet the 150 noise threshold in a residential area.
- * Lastly, the four locations we can use your team's assistance with are: 1. The Supper Club, 2. The Play House, 3. The Hollywood Hookah Lounge, and 4. The Cashmere Night Club.

Thanks again, I will talk to you tomorrow.

Alex

Lieutenant Alex Baez
Hollywood Entertainment District
(323) 464-1402
"One Team, All In"

>>> <33733@lapd.lacity.org> 8/11/2015 9:37 AM >>>

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M<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9FJN="US='EL93H@;FJR;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/N* G2II
M<RIT:&4@8VJM<&J]S:71E(&JF(&YO:7-E(&9R;VT@86QL('O=7)C97,@;F5A
M<BIA;F0@9F%R(&EN(&\$@9VEV96X@96YV:7)O;FUE;G0L(&5X8VQU<VEV92!O
M9BIO8V-A<VEO;F%L(&%N9"IT<F%N<VEE;G0@:6YT<G5S:79E(&YO:7-E('O

M=7)C97,@86YD(&JF('1H92!P87)T:6-U;.&%R(&YO:7-E('O=7)C92!O<B!S
M;W5R8V5S('1O(&)E(&UE87-U<F5D+B!!;6)I96YT(&YO:7-E('H86QL(&)E
M(&%V97)A9V5D(&J)V97(@82!P97)I;V0@;V8@870@;&5A<W0@,34@;6EN=71E
M<R!A="!A(&QO8V%T:6JN(&%N9"!T:6UE(&JF(&1A>2!C;VUP87)A8FQE('1O
M('1H870@9'5R:6YG('=H:6-H('1H92!M96%S=7)E;65N="!!<R!T86ME;B!O
M9BIT:&4@<&%R=&EC=6QA<B!N;VES92!S;W5R8V4@8F5I;F<@;65A<W5R960N
M(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/BA!;65N9&5D(&)Y(\$]R9"X@3F\N(#\$U-BPS-C,L(\$5F9BX@,R\R
M.2\X,BX!/"S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,J(DYO<FUA;"U,
M979E;"^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,J(DYO<FUA;"U,979E;"^/&1I=B!C;&%S<STB
M3#(B/L* @PJ#"H"AB*<* @PJ#"H.* G#QS<&%N('T>6QE/2)F;VYT+7=E:6=H
M=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6JN.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^0V]M;65R8VEA;"!O=7)P;W-E/"S<&%N
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!!;FQI;F4[
M(C[B@)T@:7,@=&AE('5S92P@;W!E<F%T:6JN+"!O<B!M86EN=&5N86YC92!O
M9B!A;GD@<V]U;F0@86UP;&EF>6EN9R!E<75!<&UE;G0@9F]R('1H92!P=7)P
M;W-E(&JF(&%D=F5R=&ES:6YG(&%N>2!B=7-I;F5S<RP@9V]O9',L(&)R('E
M<G9I8V5S+"!O<B!F;W(@=&AE('!U<G!O<V4@;V8@871T<F%C=&EN9R!T:&4@
M871T96YT:6JN(&JF('1H92!P=6)L:6,@=&L(&%D=F5R=&ES:6YG(&9O<BP@
M;W(@<V]L:6-I=&EN9R!P871R;VYA9V4@;W(@8W5S=&J]M97)S('1O(&)R(&9O
M<B!A;GD@<&5R9F]R;6%N8V4L('H;W<L(&5N=&5R=&%!;FUE;G0L(&5X:&EB
M:71I;VXL(&)R(&5V96YT+"!O<B!F;W(@=&AE('!U<G!O<V4@;V8@9&5M;VYS
M:"A=&EN9R!S=6-H('O=6YD(&5Q=6EP;65N="X@/"S<&%N/CQS<&%N('T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6JN.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@
M8GD@3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^")D
M:78^")D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE
M/2)M87)G:6XM8F]T=&J]M3\$P<'0B/L* @/"D:78^")D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,* @*&,IPJ#"
MH,* @XH"</-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!!;FQI
M;F4[(CY\$96-I8F5L/"S<&%N/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@
M;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N
M93MD:7-P;&%Y.B!!;FQI;F4[(C[B@)T@*&1""2!!<R!A('5N:70@;V8@;&5V
M96P@=VAI8V@@@9&5N;W1E<R!T:&4@<F%T:6\@8F5T=V5E;BIT=V\@*#(I('%U
M86YT:71I97,@=VAI8V@@@87)E('!R;W!O<G!I;VYA;"!T;RIP;W=E<CL@=&AE
M(&YU;6)E<B!O9B!D96-I8F5L<R!C;W)R97-P;VYD:6YG('1O('1H92!R871I
M;R!O9BIT=V\@*#(I(&%M;W5N=',@;V8@<&J]W97(@:7,@=&5N(" @Q,"D@=&EM
M97,@=&AE(&QO9V%R:71H;2!T;R!T:&4@8F%S92 H,3 I(&JF('1H:7,@<F%T
M:6\N(#PO<W!A;CX\<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N

M="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$JR9"X@3FIN(\$U-BPS-C,L(\$5F9BX@
M,RIR.2X,BXI/"JS<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,)(DYO<FUA
M;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO
M9&EV/CPO9&EV/CQD:78@8VQA<W,)(DYO<FUA;"U,979E;"(^/&1I=B!C;&%S
M<STB3#(B/L* @PJ#"H"AD*<* @PJ#"H.* G#QS<&%N('T>6QE/2)F;VYT+7=E
M:6=H=#H@8FJL9#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^16UE<F=E;F-Y(%=O<FL+W-P86X^
M/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@
M;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB
M/N* G2!I<R!W;W)K(&UA9&4@;F5C97-S87)Y('1O(')E<W1O<F4@<')O<&5R
M='D@=&@\@82!S869E(&-O;F1I=&EO;B!F;VQL;W=I;F<@82!P=6)L:6,@8V%L
M86UI='D@;W(@=VJR:RIR97%U:7)E9"IT;R!P<FJT96-T('!E<G-O;G,@;W(@
M<')O<&5R='D@9G)O;2!A;B!;6UI;F5N="!E>'!O<W5R92IT;R!D86YG97(L
M(&JR('O<FL@8GD@<')I=F%T92!O<B!P=6)L:6,@=71!;&ET:65S('=H96X@
M<F5S=&JR:6YG('5T:6QI='D@<V5R=FEC92X@/"JS<&%N/CQS<&%N('T>6QE
M/2)F;VYT+7=E:6=H=#H@8FJL9#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@8GD@
M3W)D+B!;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"D:78^
M/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M
M87)G:6XM8FJT=&JM/3\$P<'0B/L* @/"D:78^/"D:78^/&1I=B!C;&%S<STB
M3FJR;6%L+4QE=F5L(CX!9&EV(&-L87-S/2),,B(^PJ#"H,*@*&4IPJ#"H,*@
MXH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.B!;FQI;F4[
M(CY);7!U;'-I=F4@4VJU;F0\+W-P86X^/-P86X@<W1Y;&4](F9O;G0M=V5I
M9VAT.B!N;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/N* G2!I<R!S;W5N9"!O9B!S:&JR
M="!D=7)A=&EO;BP@=7-U86QL>2!L97-S('1H86X@;VYE('E8VJN9"P@=VET
M;"!A;B!A8G)U<'0@;VYS970@86YD(')A<&ED(&1E8V%Y+B!">2!W87D@;V8@
M97AA;7!L92#B@)P\+W-P86X^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B
M;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD
M:7-P;&%Y.B!;FQI;F4[(CYI;7!U;'-I=F4@<VJU;F0\+W-P86X^/-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;FJR;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/N* G2!S
M:&%L;"!I;F-L=61E+"!B=70@<VAA;&P@;FJT(&)E(&QI;6ET960@=&L(&5X
M<&QO<VEO;G,L(&UU<VEC86P@8F%S92!D<G5M(&)E871S+"!O<B!T:&4@9&ES
M8VAA<F=E(&JF(&9I<F5A<FUS+B \+W-P86X^/-P86X@<W1Y;&4](F9O;G0M
M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I
M;VXZ;FJN93MD:7-P;&%Y.B!;FQI;F4[(CXH06UE;F1E9"!B>2!/<F0N(\$YO
M+B Q-38L,S8S+"!%9F8N(#,O,CDO.#(N*3PO<W!A;CX\+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2),,W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB
M;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX!9&EV(&-L87-S/2),,W)M86PM
M3&5V96PB/CQD:78@8VQA<W,)(DPR(C["H,*@PJ H9BG"H,*@PJ#B@)P\<W!A

M;BIS='EL93TB9F]N="UW96EG.'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/DUO=&]R
M(%9E:&EC;&4\+W-P86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M
M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I
M<W!L87DZ(&EN;&EN93LB/N* G2!!;F-L=61E<RP@8G5T('H86QL(&YO="IB
M92!L:6UI=&5D('1O+'!A=71O;6]B:6QE<RP@=')U8VMS+'!M;W1O<F-Y8VQE
M<RP@;6EN:6]I:V5S(&%N9"!G;RUC87)T<RX@/']S<&%N/CQS<&%N('T>6QE
M/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@8GD@
M3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/'D:78^
M/'D:78^&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M
M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"D:78^/'D:78^&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),B(^PJ#"H,*@*<IPJ#"H,*@
MXH"<'P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!!;FQI;F4[
M(CY.;VYC;VUM97)C:6%L(%!U<GIO<V4\+W-P86X^/'-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/N* G2!!<R!T:&4@=7-E
M+'!O<&5R871I;VXL(&]R(&UA:6YT96YA;F-E(&]F(&%N>2!S;W5N9"!E<75I
M<&UE;G0@9F]R(&]T:&5R('1H86X@82#B@)QC;VUM97)C:6%L(%!U<GIO<V7B
M@)TN(* G\$YO;F-O:6UE<F-I86P@<'5R<&]S9>* G2!S:&%L;"!M96%N(&%N
M9"!I;F-L=61E+'!B=70@<VAA;&P@;F]T(&)E(&QI;6ET960@=&L('!H:6QA
M;G1H<F]P:6,L('!O;&ET:6-A;"P@<&%T<FEO=&EC+'!A;F0@8VAA<FET86)L
M92!P=7)P;W-E<RX@/']S<&%N/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@
M8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@8GD@3W)D+B!.;RX@,34V+#,V
M,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/'D:78^/'D:78^&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P
M<'0B/L*@"D:78^/'D:78^&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV(&-L87-S/2),B(^PJ#"H,*@*<IPJ#"H,*@XH"<'P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!!;FQI;F4[(CY/8W1A=F4@0F%N9"!.
M;VES92!!;F%L>7IE<CPO<W!A;CX\<W!A;BIS='EL93TB9F]N="UW96EG.'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^XH")=&ES(&%N(&EN<W1R=6UE;G0@9F]R
M(&UE87-U<F5M96YT(&]F('O=6YD(&QE=F5L<R!!;B!O8W1A=F4@9G)E<75E
M;F-Y(&)A;F1S('H:6-H('A=&ES9FEE<R!T:&4@<&5R=&EN96YT(')E<75I
M<F5M96YT<R!F;W(@0VQA<W,@24D@;V-T879E(&)A;F0@86YA;'EZ97)S(&]F
M('1H92!!;65R:6-A;B!871I;VYA;"!3=&%N9&%R9"!3<&5C:69I8V%T:6]N
M<R!F;W(@3V-T879E+'!I(86QF+4]C=&%V92P@86YD(%1H:7)D+4]C=&%V92!"
M86YD(\$9I;'1E<G,L(%Q+C\$Q+3\$Y-C8@;W(@=&AE(&UO<W0@<F5C96YT(')E
M=FES:6]N('1H97)E;V8N(#PO<W!A;CX\<W!A;BIS='EL93TB9F]N="UW96EG
M.'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN

M;VYE.V1I<WIL87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$)R9"X@3FWN(#\$U
M-BPS-C,L(\$5F9BX@,R\R.2\X,BXI/"S<&%N/CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"^/&1I=B!C;&%S<STB3#(B/L* @PJ#"H"AI*<* @PJ#"H.* G#QS<&%N('T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^4&5R<V]N/"JS
M<&%N/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;GOM<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!;FQI
M;F4[(C[B@)T@:7,@82!P97)S;VXL(&9I<FTL(&%S<V]C:6%T:6]N+"!C;RUP
M87)T;F5R<VAI<"P@:F]I;G0@=F5N='5R92P@8V]R<&]R871I;VXL(&]R(&%N
M>2IE;G1I='DL('!R:79A=&4@;W(@<'5B;&EC(&EN(&YA='5R92X@/"JS<&%N
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M*\$%M96YD960@8GD@3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\
M+W-P86X^/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L* @/"D:78^/"D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,
MH,* @*&HIPJ#"H,* @XH"<'P86X@<W1Y;&4](F9O;GOM=V5I9VAT.B!B;VQD
M.V9O;GOM<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P
M;&%Y.B!;FQI;F4[(CY3;W5N9"!!;7!L:69Y:6YG(\$5Q=6EP;65N=#PO<WIA
M;CX\<WIA;B!S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE
M.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE
M.R(^XH"=(#PO<WIA;CX\<WIA;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL
M87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$)R9"X@3FWN(#\$U-BPS-C,L(\$5F
M9BX@,R\R.2\X,BXI(#PO<WIA;CX\<WIA;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^:7,@86YY(&UA8VAI;F4@;W(@9&5V:6-E
M(&9O<BIT:&4@86UP;&EF:6-A=&EO;B!O9BIT:&4@:'5M86X@=F]I8V4L(&UU
M<VEC(&]R(&%N>2!O=&AE<B!S;W5N9"P@8G5T('H86QL(&YO="!!;F-L=61E
M.CPO<WIA;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPS(C["
MH,* @PJ Q+L* @PJ#"H\$%U=&]M;V)I;&4@<F%D:6]S+"!S=&5R96\@<&QA>65R
M<R!O<BIT96QE=FES:6]N(')E8V5I=F5R<R!W:&5N('5S960@86YD(&AE87)D
M(&]N;'D@8GD@=&AE(&]C8W5P86YT<R!O9BIT:&4@=F5H:6-L92!!;B!W:&EC
M:"!T:&4@<V%M92!!<R!!;G-T86QL960N/"D:78^/"D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P
M<'0B/L* @/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV(&-L87-S/2),,R(^PJ#"H,* @,B["H,* @PJ!2861I;RP@<W1E<F5O('!L
M87EE<G,L('!H;VYO9W)A<&AS(&]R('1E;&5V:7-I;VX@<F5C96EV97)S('5S
M960@:6X@86YY(&AO=7-E(&]R(&%P87)T;65N="!W:71H:6X@86YY(')E<VED

M96YT:6%L('IO;F4@;W(@=VET:&EN(#4P,"IF965T('1H97)E;V8N/"JD:78^
M/"JD:78^/1=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),
M,R(^PJ#"H,*@,R["H,*@PJ!787)N:6YG(&1E=FEC97,@;VX@96UE<F=E;F-Y
M('9E:&EC;&5S+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,)(DYO<FUA;"U,979E
M;"(^/1=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO
M9&EV/CQD:78@8VQA<W,)(DYO<FUA;"U,979E;"(^/1=B!C;&%S<STB3#,B
M/L*PJ#"H#0NPJ#"H,*@2&JR;G,@;W(@;W1H97(@=V%R;FEN9R!D979I8V5S
M(&%U=&AO<FEZ960@8GD@;&%W(&N(&%N>2!V96AI8VQE('=H96X@=7-E9"IF
M;W(@=)A9F9I8R!P=7)P;W-E<RX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^
MPJ\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,)(DPR(C["H,*@PJ H:RG"H,*@PJ#B@)P\<WIA;B!S='EL93TB9F]N
M="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/E-O=6YD(\$QE=F5L/"JS<&%N
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD:7-P;&%Y.B!;FQI;F4[
M(C[B@)T@\$YO:7-E(&QE=F5L*2!;B!D96-I8F5L<R H9\$(I(&ES('1H92!S
M;W5N9"!M96%S=7)E9"!W:71H('1H92#B@)Q!XH"=('=E:6=H=&EN9R!A;F0@
M<VQO=R!R97-P;VYS97,@8GD@82!S;W5N9"!L979E;"IM971E<CL@97AC97!T
M(&9O<B!;7IU;'I=F4@;W(@<F%P:61L>2!V87)Y:6YG('O=6YD<RP@=&AE
M(&9A<W0@<F5S<&]N<V4@<VAA;&P@8F4@=7-E9"X@/"JS<&%N/CQS<&%N('T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@
M8GD@3W)D+B!;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"JD
M:78^/"JD:78^/1=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE
M/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L*@"/"JD:78^/"JD:78^/1=B!C;&%S
M<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2).,B(^PJ#"H,*@*PIPJ#"H
MH,*@XH"</-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD:7-P;&%Y.B!;FQI
M;F4[(CY3;W5N9",979E;"I-971E<CPO<WIA;CX\<WIA;B!S='EL93TB9F]N
M="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O
M<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^XH"=(&ES(&%N(&EN<W1R
M=6UE;G0@:6YC;'5D:6YG(&\$@;6EC<F]P:&]N92P@86X@86UP;&EF:65R+"!A
M;B!O=71P=70@;65T97(L(&%N9"#B@)Q!XH"=(&9R97%U96YC>2!W96EG:'1I
M;F<@;F5T=V]R:R!F;W(@=&AE(&UE87-U<F5M96YT(&]F('O=6YD(&QE=F5L
M<R!W:&EC;"IS871I<V9I97,@=&AE('IE<G1I;F5N="IR97%U:7)E;65N=',@
M9F]R(%1Y<&4@4S)!(&UE=&5R<R!;B!;65R:6-A;B!3=&%N9&%R9"!3<&5C
M:69I8V%T:6]N<R!F;W(@<V]U;F0@;&5V96P@;65T97)S(&EN(%Q+C0M,3DW
M,2!O<B!T:&4@;6]S="IR96-E;G0@<F5V:7-I;VX@=&AE<F5O9BX@/"JS<&%N
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M*\$%M96YD960@8GD@3W)D+B!;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\
M+W-P86X^/"JD:78^/"JD:78^/1=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\

M9&EV('T>6QE/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L*@"D:78^/'D:78^
M/&1=BIC;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"
MH,*@*&TIPJ#"H,*@XH"</'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P
M;&%Y.B!!;FQI;F4[(CY3;W5N9"l4<G5C:SPO<W!A;CX\<W!A;BIS='EL93TB
M9FJN="UW96EG:'0Z(&YO<FUA;#MF;\YT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^XH")=(&ES(&%N>2!M
M;W1O<B!V96AI8VQE+"!O<B!A;GD@;W1H97(@=F5H:6-L92!R96=A<F1L97-S
M(&JF(&UO=&EV92!P;W=E<BP@=VAE=&AE<B!!;B!M;W1I;VX@;W(@<W1A=&EO
M;F%R>2P@=VAI8V@@&8V%R<FEE<RP@:7,@97%U:7!P960@=VET:"P@;W(@=VAI
M8V@@@:&%S(&UO=6YT960@=&AE<F5O;BP@;W(@871T86-H960@=&AE<F5T;RP@
M86YY('O=6YD(&%M<&QI9GEI;F<@97%U:7!M96YT+B \+W-P86X^/'-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT
M97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.B!!;FQI;F4[(CXH06UE;F1E
M9"lB>2!/<F0N(\$YO+B Q-38L,S8S+"!%9F8N(#,O,CDO.#(N*3PO<W!A;CX\
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2),,W)M86PM3&5V96PB/CQD:78@<W1Y
M;&4](FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L
M87-S/2),,W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H;BG"
MH,*@PJ \<W!A;BIS='EL93TB9FJN="UW96EG:'0Z(&)O;&0[9FJN="US='EL
M93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN
M93LB/E-U<'!L96UE;G1A<GD@1&5F:6YI=&EO;G,@;V8@&5&5C:&YI8V%L(%1E
M<FUS/'"]S<&%N/CQS<&%N('T>6QE/2)F;\YT+7=E:6=H=#H@;FJR;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y
M.B!!;FQI;F4[(CXNPJ @1&5F:6YI=&EO;G,@;V8@=&5C:&YI8V%L('1E<FUS
M(&YO="!D969I;F5D(&AE<F5I;BIS:&%L;"!B92!O8G1A:6YE9"!F<FJM(\$%M
M97)l8V%N(%-T86YD87)D(\$%C;W5S=&EC86P@5&5R;6EN;VQO9WD@4S\$M,2TQ
M.3<Q(&JR('1H92!M;W-T(')E8V5N="!R979I<VEO;BIT:&5R96]F+B \+W-P
M86X^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.B!!;FQI;F4[
M(CXH06UE;F1E9"lB>2!/<F0N(\$YO+B Q-38L,S8S+"!%9F8N(#,O,CDO.#(N
M*3PO<W!A;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2),,W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2),,W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@
M+SX\9&EV(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA;64](D!\$7S\$Q,2XP
M,BXB(&ED/2)*1%Q,3\$N,#(N(BIT:71L93TB,3\$Q+C R+B(@+SY314,N(\$Q
M,2XP,B["H"!33U5.1"!1,159%3"!-14%355)%345.5"!04D]#14154D4@04Y\$
M(\$-2251%4DE!+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1=C["H,*@PJ \<W!A;BIS='EL93TB9FJN="UW96EG:'0Z(&)O;&0[
M9FJN="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/BA4:71L92!A;65N9&5D(&)Y(\$)R9"X@3F\N(\$U-BPS
M-C,L(\$5F9BX@,R\R.2\X,BX!/'"]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1=B!S='EL93TB;6%R9VEN+6)O='!O;3TQ

M,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA,"U,979E;"(^
M/&1I=C["H,*@PJ H82G"H,*@PJ \<WIA;BIS='EL93TB9FJN="UW96EG:'0Z
M(&)O;&0[9FJN="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<WIL87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$)R9"X@3FWN(#\$U-BPS
M-C,L(\$5F9BX@,R\ R.2\X,BXIPJ @/"J S<&%N/CQS<&%N('T>6QE/2)F;VYT
M+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR
M871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CY!;GD@<VJU;F0@;&5V96P@
M;65A<W5R96UE;G0@;6%D92!P=7)S=6%N="IT;RIT:&4@<)O=FES:6JN<RIO
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M(&QE=F5L(&UE=&5R('5S:6YG('1H92#B@)Q!XH"('=E:6=H=&EN9R!A;F0@
M<F5S<&JN<V4@87,@:6YD:6-A=&5D(&EN(%-E8W1I;VX@,3\$Q+C Q*&LI(&JF
M('1H:7,@87)T:6-L92X\+W-P86X^"JD:78^"JD:78^&1I=BIC;&%S<STB
M3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B
M/L*@"JD:78^"JD:78^&1I=BIC;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV
M/L*@"PJ#H\$5X8V5P="IW:&5N(&EM<')A8W1I8V%L+"IT:&4@;6EC<FJP:&JN
M92IS:&%L;"IB92IL;V-A=&5D(&9O=7(@=&\@9FEV92!F965T(&%B;W9E('1H
M92IG<FJU;F0@86YD('1E;BIF965T(&JR(&UO<F4@9G)O;2IT:&4@;F5A<F5S
M="IR969L96-T:79E('U<F9A8V4NPJ @2&JW979E<BP@:6X@=&AO<V4@8V%S
M97,@=VAE<F4@86YO=&AE<BIE;&5V871I;VX@:7,@9&5E;65D(&%P<')O<')I
M871E9"P@=&AE(&QA='1E<BIS:&%L;"IB92IU=&EL:7IE9"X\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4J(FUA<F=I
M;BUB;W1T;VTJ,3IP="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78^PJ#H,*@26YT97)I;W(@<VJU;F0@;&5V96P@;65A
M<W5R96UE;G1S('H86QL(&)E(&UA9&4@870@82IP;VEN="IA="IL96%S="IF
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M<F5S="IT:&4@;FJ]<V4@<VJU<F-E+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA,"U,979E;"(^&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA,"U,979E;"(^&1I
M=C["H,*@PJ!#86QI8G)A=&EO;B!O9BIT:&4@<VJU;F0@;&5V96P@;65T97(L
M('5T:6QI>FEN9RIA;BIA8VJU<W1I8R!C86QI8G)A=&JR('H86QL(&)E('IE
M<F9O<FUE9"II;6UE9&EA=&5L>2IP<FEO<B!T;R!R96-O<F1I;F<@86YY('O
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M960@<VAA;&P@8F4@=&AE(&YU;65R:6-A;"IA=F5R86=E(&JF(&YO:7-E(&UE
M87-U<F5M96YT<R!T86ME;B!A="IA(&I=F5N(&QO8V%T:6JN(&1U<FEN9R!A
M(&I=F5N('1I;64@<&5R:6JD+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA,"U,979E;"(^&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["
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M9FJN="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL
M87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$)R9"X@3FWN(#\$U-BPS-C,L(\$5F
M9BX@,R\ R.2\X,BXI(#PO<WIA;CX\<WIA;BIS='EL93TB9FJN="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6JN.FYO

M;F4[9&ES<&QA>3H@:6YL:6YE.R(^5VAE<F4@=&AE('O=6YD(&%L;&5G960@
M=&\@8F4@;V9F96YD:6YG(&ES(&JF(&\$@='EP92!O<B!C:&%R86-T97(@<V5T
M(&9O<G1H(&E;&JW+^IT:&4@9FJL;&JW:6YG('9A;'5E<R!S:&%L;"!B92!A
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M9F5N9&EN9R!N;VES93H\+W-P86X^"]D:78^"]D:78^/&1=B!C;&%S<STB
M3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B
M/L*@""]D:78^"]D:78^/&1=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV
M(&-L87-S/2).B(^/&1=B!S='EL93TB(CX-"@D)"0D)"0DQ+L*@(,*@
MPJ#^H\$5X8V5P='IF;W(@;FJ]<V4@96UA;F%T:6YG(&9R;VT@86YY(&5L96-T
M<FEC86P@=')A;G-F;W)M97(@;W(@9V%S(&UE=&5R:6YG(&%N9"!P<F5S<W5R
M92!C;VYT<FJL(&5Q=6EP;65N="!E>&ES=&EN9R!A;F0@:6YS=&%L;&5D('!R
M:6JR('1O('1H92!E9F9E8W1=F4@9&%T92!O9B!T:&4@;W)D:6YA;F-E(&5N
M86-T:6YG('1H:7,@8VAA<'1E<BP@86YY('T96%D>2!T;VYE('I=&@&875D
M:6)L92!F=6YD86UE;G1A;"!F<F5Q=65N8WD@;W(@;W9E<G1O;F5S(&AA=F4@
M,C P(\$AZPJ#^H,*@*S4\+V1I=CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,J](DPR(CX\9&EV('T>6QE/2(B/@T^"0D)"0D)"0D)"3(NPJ @4F5P
M96%T960@:6UP=6QS:79E(&YO:7-EPJ#^H,*@*S4\+V1I=CX\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@8VQA<W,J](DPR(CX\9&EV('T>6QE/2(B/@T^"0D)
M^"0D)"0D)"3.NPJ @PJ#^H,*@3FJ]<V4@;V-C=7)R:6YG(&UO<F4@=&AA;B U
M(&)U="!L97-S('1H86X@,34@;6EN=71E<R!;B!A;GD@<&5R:6JD(&JF(#8P
M(&-O;G-E8W5T:79E(&UI;G5T97,@8F5T=V5E;B!T:&4@;&JU<G,@;V8@-SHP
M;"!A+FTN(&%N9" Q,#HP,"!P+FTN(&JF(&%N>2!D87G^H,*@PJ M-3PO9&EV
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,J](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,"!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,J](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/CQD:78@<W1Y
M;&4](B(^#0H)"0D)"0D)"0D)-["H"!;VES92!O8V-U<G)!;F<@9FEV92!M
M:6YU=&5S(&JR(&QE<W,@:6X@86YY('!E<FEO9"!O9B V,"!C;VYS96-U=&EV
M92!M:6YU=&5S+"!B971W965N('1H92!H;W5R<RIO9B W.C P(&\$N;2X@86YD
M(#\$P.C P(' N;2X@;V8@86YY(&1A><*@PJ#^H^"TU"]D:78^"]D:78^"]D
M:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV/L*@PJ#^H#QS<&%N
M('T>6QE/2)F;VYT+7=E:6=H=#H@8FJL9#MF;VYT+7-T>6QE.B!N;W)M86P[
M=&5X="UD96-O<F%T:6JN.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD
M960@8GD@3W)D+B!;RX@,38Q+#4W-"P@169F+B Y+S@O.#8N*3PO<W!A;CX\
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y
M;&4](FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#^H,*@*&,IPJ#^H,*@1FJR('1H
M;W-E(&-A<V5S('=H97)E(&%N(&JB:F5C=&EO;F%B;&4@;FJ]<V4@:7,@8VQE
M87)L>2!A=6!I8FQE+"!B=70@=VAE<F4@=&AE(&QE=F5L(&JF(&%M8FEE;G0@
M;FJ]<V4@9&JE<R!N;W0@<&5R;6ET(&1I<F5C="!Q=6%N=&%T:79E('O=6YD

M(&QE=F5L(* G\$B@)T@@65A<W5R96UE;G1S&&jF('1H92!O8FIE8W1I;VYA
M8FQE(&YO:7-E+"!IS;W5N9"IM96%S=7)E;65N=',@:%Y(&)E('IE<F90<FUE
M9"!U=&EL:7II;F<@86X@;-V-T879E(&)A;F0@<VJU;F0@86YA;'EZ97(@=&\@
M9&5T97)M:6YE('-O=6YD(&QE=F5L(* G\$B@)T@;&EM:71S(&%S(&EN9&EC
M871E9"!I;BIT:&4@5&%B;&4@22IB96QO=R["H">4:ES('1A8FQE(&ES('5S
M960@=&\@8VJN=F5R="IT:&4@<VJU;F0@<')E<W-U<F4@;&5V96P@;65T97(@
M<F5A9&EN9W,@:6X@9\$(@9FJR(&5A8V@@&8F%N9"IT;RI34\$P@:6X@9\$(H02D@
M9FJR(&5A8V@@&8F%N9"XI+V1I=CXI+V1I=CXI9&EV(&-L87-S/2);WM86PM
M3&5V96PB/CQD:78@<W1Y;&4](FUA<F=i;BUB;W1T;VT];3IP="("PJ \+V1I
M=CXI+V1I=CXI9&EV(&-L87-S/2);WM86PM3&5V96PB/CQD:78^/&1I=BIS
M='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\82IN86UE/2)*1%\Q,3\$N,#)4
M(BII#9TB2D1?,3\$Q+C R5"(=@&ET;&4](C\$Q,2XP,E0B("'\-P86X@<W1Y
M;&4)(F9O;G0M=V5I9VAT.BIB;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8VJR871I;VXZ:FJN93MD:7-P;&%Y.BII;FQI;F4[(CY404),12])/"JS
M<&%N/CPO9&EV/CPO9&EV/CPO9&EV/CQD:78@8VQA<W;)[(DYO<FUA;"U,979E
M;"(^/&1I=CXI9&EV('-T>6QE/2)T97AT+%L:6=N.F-E;G1E<CLB/CQS<&%N
M('-T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.BIN;W)M86P[
M=&5X="UD96-O<F%T:6]N.F.YO;F4[9&ES<&QA>3H@:6YL:6YE.R(^3T-4059%
M(\$)!3D0@3DJ]4T4@5D%,5453(\$-/4E)%4UI/3D1)3D<@\$!\@4T]53D0@3\$56
M14P@XH">*>* G2!604Q515,+W-W-P86X^^"]D:78^"/JD:78^"/JD:78^/&1I
M=B!C;&%S<STB3FJR;6%L+4QE=F5L(CXI9&EV('-T>6QE/2)M87)G:6XM8FJT
M=&JM/\$3P<'0B/L/*@" "]D:78^"/JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE
M=F5L(CXI9&EV('-T>6QE/2)M87)G:6XM8FJT=&JM/\$3P<'0B/L/*@" /'1A8FQE
M(&-E;&QS<&%C:6YG/2(P(BIS='EL93TB8FJR9&5R+6-O;&QA<' -E.B!C/VQL
M87!S93MM87)G:6XM=&JP.BXP,C)I;CMM87)G:6XM8FJT=&JM.BXP,C)I;CMP
M861D:6YG+6QE9G0Z,"XP,VEN.V)O<F1E<BUL969T.C\$N-7IT(' -O;&ED(",P
M,# P,# [<&%D9&EN9RUT;W Z,"XP,VEN.V)O<F1E<BUT;W Z,2XU<'0@<VJL
M:60@(S P,# P,#MP861D:6YG+7)I9VAT.C N,# I;CMB;W)D97(M<FEG:'0Z
M,2XU<'0@<VJL:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S:6X[8FJR
M9&5R+6)O='1O;3HQ+C5P="IS;VQI9" C,# P,# P.R('^&-O;"IW:61T:#TB
M-C\$N,S,S,S,S,S,S,S,S,S,V<'@B("\^-&-O;"IW:61T:#TB-C\$N,S,S,S,S,
M,S,S,S,S,S,S,S,S,S,V<'@B("\^-&-O;"IW:61T:#TB-C\$N,S,S,S,S,S,S,S,S,S,V
M<'@B("\^-&-O;"IW:61T:#TB-C\$N,S,S,S,S,S,S,S,S,S,V<'@B("\^-&-O
M;"IW:61T:#TB-C\$N,S,S,S,S,S,S,S,S,S,V<'@B("\^-&-O;"IW:61T:#TB
M-C\$N,S,S,S,S,S,S,S,S,S,S,S,S,S,V<'@B("\^-&-O;"IW:61T:#TB-C\$N,S,S,S,S,
M,S,S,S,S,S,S,S,S,S,S,S,S,S,S,V<'@B("\^-&-O;"IW:61T:#TB-C\$N,S,S,S,S,S,S,S,S,
M<'@B("\^-&-O;"IW:61T:#TB-C\$N,S,S,S,S,S,S,S,S,S,S,S,S,S,V<'@B("\^-&-O
M;"IW:61T:#TB-C\$N,S,S,S,S,S,S,S,S,S,S,S,S,S,V<'@B("\^-")JT86)L93XI9&EV
M(&-L87-S/2)I9G)A;64B/CQT86)L92IC96QL<WIA8VEN9STB," (@<W1Y;&4]
M(F)O<F1E<BUC;VQL87!S93H@8VJL;&%P<V4[:6%R9VEN+71O<#HN,(R:6X[I
M;6%R9VEN+6)O='1O;3HN,(R:6X[<&%D9&EN9RUL969T.C N,# I;CMB;W)D
M97(M;&5F=#HQ+C5P="IS;VQI9" C,# P,# P.WIA9&1I;F<M=&JP.C N,# I
M;CMB;W)D97(M=&JP.C\$N-7IT(' -O;&ED(",P,# P,# [<&%D9&EN9RUR:6=H

M=#HP+C S:6X[8F]R9&5R+7)I9VAT.C\$N-7!T('O;&ED("P,#P,# [<%D
M9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@
M(S P,#P,#LB/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S,S-GIX(B O
M/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S,S-GIX(B O/CQC;VP@=VED
M=&@](C8Q+C,S,S,S,S,S,S,S,S-GIX(B O/CQC;VP@=VED=&@](C8Q+C,S
M,S,S,S,S,S,S,S,S-GIX(B O/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S
M,S,S-GIX(B O/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S,S-GIX(B O
M/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S,S-GIX(B O/CQC;VP@=VED
M=&@](C8Q+C,S,S,S,S,S,S,S,S-GIX(B O/CQC;VP@=VED=&@](C8Q+C,S
M,S,S,S,S,S,S,S,S-GIX(B O/CQC;VP@=VED=&@](C8Q+C,S,S,S,S,S,S,S
M,S,S-GIX(B O/CQT<CX\=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I
M;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,#P,#P
M.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED("P,#P,# [8F]R9&5R+6QE9G0Z
M,7!T('O;&ED("P,#P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,#P
M,#P.R(^&1I=CX\<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ
M(&EN;&EN93LB/E-O=6YD(\$QE=F5L/"]S<&%N/CPO9&EV/CPO=&0^'1D(&-O
M;'-P86X](CDB('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M
M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O
M;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,#P,#MB;W)D97(M
M8F]T=&]M.C%P="IS;VQI9" C,#P,#P.V)O<F1E<BUL969T.C%P="IS;VQI
M9" C,#P,#P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,#P,#LB/CQD
M:78^&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BIS='EL
M93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/D]C=&%V92!"86YD
M(%-O=6YD(%IR97-S=7)E(\$QE=F5L+"!D0B!R92 N,#P,B!D>6YE+V-M")S
M<&%N/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE
M.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[=F5R=&EC86PM86QI9VXZ
M('U<&5R.V1I<W!L87DZ(&EN;&EN93MF;VYT+7-I>F4Z.7!T.R(^,CPO<WIA
M;CX\<V1I=CX\<V1I=CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R(^'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI
M;F4[(CY/8W1A=F4@0F%N9"!#96YT97(@1G)E<75E;F-Y(&EN(\$AZ/"]S<&%N
M/CPO9&EV/CPO9&EV/CPO=&0^"]T<CX\='(^'1D('T>6QE/2)P861D:6YG
M+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@
M<V]L:60@(S P,#P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C,#P,#P
M.V)O<F1E<BUL969T.C%P="IS;VQI9" C,#P,#P.V)O<F1E<BUR:6=H=#HQ
M<'0@<V]L:60@(S P,#P,#MP861D:6YG+6)O='1O;3HP+C S:6X[8F]R9&5R
M+6)O='1O;3HQ+C5P="IS;VQI9" C,#P,#P.R(^&1I=CX\9&EV('T>6QE
M/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H
M=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ

M;FJN93MD:7-P;&%Y.BII;FQI;F4[(C[B@)Q!XH"=/"S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I
M;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#MP
M861D:6YG+6)O='1O;3HP+C S:6X[8F]R9&5R+6)O='1O;3HQ+C5P="IS;VQI
M9" C,# P,# P.R(^&1I=CXI9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI
M;F4[(CXS,2XU/"S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S:6X[
M8F]R9&5R+6)O='1O;3HQ+C5P="IS;VQI9" C,# P,# P.R(^&1I=CXI9&EV
M('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R
M871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXV,SPO<WIA;CX\+V1I=CX\
M+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED("P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED("P,# P,# [
M<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L
M:60@(S P,# P,#LB/CQD:78^&1I=BI S='EL93TB=&5X="UA;&EG;CIC96YT
M97([(CX\<WIA;BI S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^,3(U/"S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S:6X[
M8F]R9&5R+6)O='1O;3HQ+C5P="IS;VQI9" C,# P,# P.R(^&1I=CXI9&EV
M('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R
M871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXR-3 \+W-P86X^")D:78^
M/"D:78^")T9#XI=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M
M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O
M<F1E<BUB;W1T;VTZ,7IT('O;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7IT

M('O;&ED(",P,#P,#[8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,#P,#P
M.WIA9&1I;F<M8FJT=&]M.C N,#I;CMB;W)D97(M8FJT=&]M.C\$N-7IT('O
M;&ED(",P,#P,#[(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R('^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN
M;&EN93LB/C4P,#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB
M<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D
M:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT
M;W Z,7IT('O;&ED(",P,#P,#[8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@
M(S P,#P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,#P,#MB;W)D97(M
M<FEG:'0Z,7IT('O;&ED(",P,#P,#[<&%D9&EN9RUB;W1T;VTZ,"XP,VEN
M.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@(S P,#P,#LB/CQD:78^/8&1I
M=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BIS='EL93TB9F]N
M="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O
M<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,3 P,#PO<WIA;CX\+V1I
M=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN
M9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,#P,#[
M8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,#P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,#P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,#P
M,#[<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@
M<V]L:60@(S P,#P,#LB/CQD:78^/8&1I=BIS='EL93TB=&5X="UA;&EG;CIC
M96YT97([(CX\<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^,C P,#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL
M93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E
M<BUT;W Z,7IT('O;&ED(",P,#P,#[8F]R9&5R+6)O='1O;3HQ<'0@<V]L
M:60@(S P,#P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,#P,#MB;W)D
M97(M<FEG:'0Z,7IT('O;&ED(",P,#P,#[<&%D9&EN9RUB;W1T;VTZ,"XP
M,VEN.V)O<F1E<BUB;W1T;VTZ,2XU<'0@<V]L:60@(S P,#P,#LB/CQD:78^
M/8&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BIS='EL93TB
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-# P,#PO<WIA;CX\
M+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I
M;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D
M9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,#P
M,#[8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,#P,#MB;W)D97(M;&5F
M=#HQ<'0@<V]L:60@(S P,#P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P
M,#P,#[<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,2XU
M<'0@<V]L:60@(S P,#P,#LB/CQD:78^/8&1I=BIS='EL93TB=&5X="UA;&EG
M;CIC96YT97([(CX\<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF
M;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA

M>3H@:6YL:6YE.R(^.# P,#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CPO=/'
M/'1R/CQT9"!S='EL93TB<%%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I
M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<%%D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED('P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M; &5F=#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED('P,# P,# [(CX\9&EV
M/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.B\N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C,U")S<%%N/CPO
M9&EV/CPO9&EV/CPO=&0^'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P
M,# P,#LB/CQD:78^/&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B\N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M-3@<W-P86X^")D:78^")D:78^")T9#X\=&0@<W1Y;&4](GIA9&1I;F<M
M; &5F=#HN,#<U:6X[<%%D9&EN9RUR:6=H=#HN,#<U:6X[<%%D9&EN9RUT;W Z
M+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED('P,# P,# [
M8F]R9&5R+6QE9G0Z,7IT('O;&ED('P,# P,# [8F]R9&5R+7)I9VAT.C%P
M="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<%%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.BI;FQI;F4[(CXU,#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL
M93TB<%%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[<%%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E
M<BUT;W Z,7IT('O;&ED('P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M; &5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M<FEG:'0Z,7IT('O;&ED('P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4]
M(G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT
M.B\N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN
M;VYE.V1I<WIL87DZ(&EN;&EN93LB/C0R")S<%%N/CPO9&EV/CPO9&EV/CPO
M=&0^'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG
M:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN
M,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T
M=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^
M/&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B\N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,S4\+W-P86X^")D
M:78^")D:78^")T9#X\=&0@<W1Y;&4](GIA9&1I;F<M; &5F=#HN,#<U:6X[

M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I
M;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P
M.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z
M,7IT('O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P
M,# P.R(^&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXS
M,CPO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL
M969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN
M,(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O
M;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT
M('O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ
M8V5N=&5R.R(^'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N
M="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ
M(&EN;&EN93LB/C(Y"/]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE
M/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA
M9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,(R:6X[8F]R9&5R
M+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI
M9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E
M<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/'1I=BI S='EL93TB
M=&5X="UA;&EG;CIC96YT97([(CX<WIA;BI S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<QA>3H@:6YL:6YE.R(^,C8\+W-P86X^/'1D:78^/'1D:78^/'1D
M9#X=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H
M=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP
M,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T
M;VTZ,7IT('O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED(",P
M,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^&1I=CX\
M9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F
M;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXR,SPO<WIA;CX\+V1I
M=CX\+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,(R:6X[<&%D9&EN
M9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,# P,# [
M8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,# P
M,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^'-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C(P
M"/]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,(R:6X[8F]R9&5R+71O

M<#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M8F)T=&]M.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<VJL:60@(S P,# P,#LB/CQD:78^/1I=BI S='EL93TB=&5X
M="UA;&EG;CIC96YT97([CX\<WIA;BI S='EL93TB9F]N="UW96EG:'0Z(&YO
M<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^-# \+W-P86X^")D:78^")D:78^")T9#X\
M=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN
M,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8F)T=&]M.BXP,C)I
M;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ
M,7!T('O;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7!T('O;&ED("P,# P
M,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/1I=CX\9&EV
M('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT
M+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR
M871I;VXZ;F]N93MD:7-P;&%Y.BII;FQI;F4[(CXV,3PO<WIA;CX\+V1I=CX\
M+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED("P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<VJL:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED("P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C4T")S
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<VJL:60@
M(S P,# P,#MB;W)D97(M8F)T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E
M<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<VJL
M:60@(S P,# P,#LB/CQD:78^/1I=BI S='EL93TB=&5X="UA;&EG;CIC96YT
M97([CX\<WIA;BI S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^-#8\+W-P86X^")D:78^")D:78^")T9#X\=&0@<W1Y;&4](GIA
M9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN
M9RUT;W Z+C R,FEN.WIA9&1I;F<M8F)T=&]M.BXP,C)I;CMB;W)D97(M=&]P
M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED("P
M,# P,# [8F]R9&5R+6QE9G0Z,7!T('O;&ED("P,# P,# [8F]R9&5R+7)I
M9VAT.C%P="IS;VQI9" C,# P,# P.R(^/1I=CX\9&EV('T>6QE/2)T97AT
M+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR
M;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD
M:7-P;&%Y.BII;FQI;F4[(CXT,#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT
M9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP
M-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN
M.V)O<F1E<BUT;W Z,7!T('O;&ED("P,# P,# [8F]R9&5R+6)O='1O;3HQ
M<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@(S P,# P

M, #MB;W)D97(M<FEG:'0Z,7IT('O;&ED('P, # P, # [(CX19&EV/CQD:78@
M<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M
M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C,W")S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I
M;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB
M/CQD:78^/1I=B!S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX1<WIA;B!S
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,S0\+W-P
M86X^")D:78^")D:78^")T9#X1=&0@<W1Y;&4](GIA9&1I;F<M; &5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED('P, # P, # [8F]R9&5R
M+6QE9G0Z,7IT('O;&ED('P, # P, # [8F]R9&5R+7)I9VAT.C%P="IS;VQI
M9" C,# P,# P.R(^/1I=CX19&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.B!;FQI
M;F4[(CXS,3PO<WIA;CX1+V1I=CX1+V1I=CX1+W1D/CQT9"IS='EL93TB<&%D
M9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG
M+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z
M,7IT('O;&ED('P, # P, # [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG
M:'0Z,7IT('O;&ED('P, # P, # [(CX19&EV/CQD:78@<W1Y;&4](G1E>'0M
M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M
M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I
M<WIL87DZ(&EN;&EN93LB/C(X")S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/1D
M('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W
M-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[
M8FJR9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P
M="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P
M.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/1I=B!S
M='EL93TB=&5X="UA;&EG;CIC96YT97([(CX1<WIA;B!S='EL93TB9F]N="UW
M96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T
M:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^,C4\+W-P86X^")D:78^")D
M:78^")T9#X1+W1R/CQT<CX1=&0@<W1Y;&4](GIA9&1I;F<M; &5F=#HN,#<U
M:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA
M9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P
M,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED('P, # P, # [8F]R9&5R+6QE
M9G0Z,7IT('O;&ED('P, # P, # [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C
M,# P,# P.R(^/1I=CX19&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB

M/CQS<%%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[
M(CXT-3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN
M9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O
M<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T
M('O;&ED("P,#P,# [8FJR9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,# P
M,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M<FEG:'0Z
M,7!T('O;&ED("P,#P,# [(CX\9&EV/CQD:78@<W1Y;&4)(G1E>'0M86QI
M9VXZ8V5N=&5R.R('^/-P86X@<W1Y;&4)(F9O;G0M=V5I9VAT.BIN;W)M86P[
M9FJN="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL
M87DZ(&EN;&EN93LB/C8T"/)JS<%%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T
M>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN
M.WIA9&1I;F<M=&JP.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8FJR
M9&5R+71O<#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS
M;VQI9" C,#P,#P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,#P,#P.V)O
M<F1E<BUR:6=H=#HQ<'0@<VJL:60@(S P,# P,#LB/CQD:78^/&1I=BIS='EL
M93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BIS='EL93TB9FJN="UW96EG
M:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-3@/+W-P86X^"/)D:78^"/)D:78^
M"/)T9#X\=&0@<W1Y;&4)(GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR
M:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M
M.BXP,C)I;CMB;W)D97(M=&JP.C%P="IS;VQI9" C,#P,#P.V)O<F1E<BUB
M;W1T;VTZ,7!T('O;&ED("P,#P,# [8FJR9&5R+6QE9G0Z,7!T('O;&ED
M("P,#P,# [8FJR9&5R+7)I9VAT.C%P="IS;VQI9" C,#P,#P.R(^/&1I
M=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<%%N('T>6QE
M/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXU,3PO<WIA;CX\
M+V1I=CX\+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I
M;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D
M9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED("P,# P
M,# [8FJR9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F
M=#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED("P
M,#P,# [(CX\9&EV/CQD:78@<W1Y;&4)(G1E>'0M86QI9VXZ8V5N=&5R.R(^
M/'-P86X@<W1Y;&4)(F9O;G0M=V5I9VAT.BIN;W)M86P[9FJN="US='EL93H@
M;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB
M/C0U"/)JS<%%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG
M+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&JP
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8FJR9&5R+71O<#HQ<'0@
M<VJL:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C,#P,#P
M.V)O<F1E<BUL969T.C%P="IS;VQI9" C,#P,#P.V)O<F1E<BUR:6=H=#HQ
M<'0@<VJL:60@(S P,# P,#LB/CQD:78^/&1I=BIS='EL93TB=&5X="UA;&EG
M;CIC96YT97([(CX\<WIA;BIS='EL93TB9FJN="UW96EG:'0Z(&YO<FUA;#MF
M;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA

M>3H@:6YL:6YE.R(^-#(\+W-P86X^/"D:78^/"D:78^/"JT9#X\=&0@<W1Y
M;&4)(GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[
M<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D
M97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('O
M;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7!T('O;&ED("P,# P,# [8F]R
M9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE
M/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H
M=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ
M;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXS.3PO<WIA;CX\+V1I=CX\+V1I=CX\
M+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I
M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED("P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED("P,# P,# [(CX\9&EV
M/CQD:78@<W1Y;&4)(G1E>'0M86QI9VXZ8V5N=&5R.R(^'-P86X@<W1Y;&4]
M(F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C,V/"JS<&%N/CPO
M9&EV/CPO9&EV/CPO=&0^'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P
M,# P,#LB/CQD:78^/&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M,S,\+W-P86X^/"D:78^/"D:78^/"JT9#X\=&0@<W1Y;&4)(GIA9&1I;F<M
M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z
M+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED("P,# P,# [
M8F]R9&5R+6QE9G0Z,7!T('O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P
M="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y
M.BII;FQI;F4[(CXS,#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CPO='(^'1R
M/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT
M.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R
M,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED("P,# P,# [8F]R9&5R+6)O='1O
M;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED("P,# P,# [(CX\9&EV/CQD
M:78@<W1Y;&4)(G1E>'0M86QI9VXZ8V5N=&5R.R(^'-P86X@<W1Y;&4)(F9O
M;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C4P/"JS<&%N/CPO9&EV
M/CPO9&EV/CPO=&0^'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA

M9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG
M+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M8F]T=&]M.C%P='!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P
M='!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P
M,#LB/CQD:78^/&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA
M;BIS='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M
M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C<\
M+W-P86X^"]D:78^"]D:78^"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F
M=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R
M,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P='!S;VQI
M9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T(^-O;&ED("P,# P,# [8F]R
M9&5R+6QE9G0Z,7!T(^-O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P='!S
M;VQI9" C,# P,# P.R(^/&1I=CX\9&EV(^-T>6QE/2)T97AT+6%L:6=N.F-E
M;G1E<CLB/CQS<&%N(^-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M
M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.BII
M;FQI;F4[(CXV,3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB
M<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D
M:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT
M;W Z,7!T(^-O;&ED("P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M<FEG:'0Z,7!T(^-O;&ED("P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E
M>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN
M;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE
M.V1I<WIL87DZ(&EN;&EN93LB/C4U/"J S<&%N/CPO9&EV/CPO9&EV/CPO=&0^
M/'1D(^-T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z
M+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R
M:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M
M.C%P='!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P='!S;VQI9" C,# P
M,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I
M=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BIS='EL93TB9F]N
M="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O
M<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-3 \+W-P86X^"]D:78^
M/"J]D:78^"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M
M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P='!S;VQI9" C,# P,# P.V)O
M<F1E<BUB;W1T;VTZ,7!T(^-O;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7!T
M(^-O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P='!S;VQI9" C,# P,# P
M.R(^/&1I=CX\9&EV(^-T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N
M(^-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA
M;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.BII;FQI;F4[(CXT-SPO
M<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T
M.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R
M:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T(^-O;&ED

M("P,#P,#P,# [8F]R9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,#P,#MB;W)D M97(M;&5F=#HQ<'0@<VJL:60@(S P,#P,#MB;W)D97(M<FEG:'0Z,7IT('O M;&ED("P,#P,#P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N M=&5R.R('^'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B\N;W)M86P[9F]N="US M='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W\I87DZ(&EN M;&EN93LB/C0T")JS<=&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P M861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I M;F<M=&JP.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O M<#HQ<'0@<VJL:60@(S P,#P,#MB;W)D97(M8FJT=&JM.C%P="IS;VQI9" C M,#P,#P.P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,#P,#P.P.V)O<F1E<BUR M:6=H=#HQ<'0@<VJL:60@(S P,#P,#P,#LB/CQD:78^/&1I=BIS='EL93TB=&5X M="UA;&EG;CIC96YT97([(CX\<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&YO M<FUA;#MF;VYT+7-T>6QE.B\N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[M9&ES<&QA>3H@:6YL:6YE.R(^-#\$\+W-P86X^")D:78^")D:78^")JT9#X\ M=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[<=&%D9&EN9RUR:6=H=#HN M,#<U:6X[<=&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&JM.BXP,C)I M;CMB;W)D97(M=&JP.C%P="IS;VQI9" C,#P,#P.P.V)O<F1E<BUB;W1T;VTZ M,7IT('O;&ED("P,#P,#P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED("P,#P M,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,#P,#P.P.R(^/&1I=CX\9&EV M('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<=&%N('T>6QE/2)F;VYT M+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR M&71I;VXZ;FJN93MD:7-P;&%Y.B\I;FQI;F4[(CX.S.#PO<WIA;CX\+V1I=CX\ M+V1I=CX\+W1D/CQT9")IS='EL93TB<=&%D9&EN9RUL969T.BXP-S5I;CMP861D M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<=&%D9&EN9RUB M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED("P,#P,# [8F]R M9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,#P,#P,#MB;W)D97(M;&5F=#HQ<'0@ M<VJL:60@(S P,#P,#P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED("P,#P,#P,# [M(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R('^'-P86X@ M<W1Y;&4](F9O;G0M=V5I9VAT.B\N;W)M86P[9F]N="US='EL93H@;FJR;6%L M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W\I87DZ(&EN;&EN93LB/C,U")JS M<=&%N/CPO9&EV/CPO9&EV/CPO=&0^/")JT<CX\='(^/'1D('T>6QE/2)P861D M:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M M=&JP.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ M<'0@<VJL:60@(S P,#P,#P,#MB;W)D97(M8FJT=&JM.C%P="IS;VQI9" C,#P M,#P.P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,#P,#P.P.V)O<F1E<BUR:6=H M=#HQ<'0@<VJL:60@(S P,#P,#P,#LB/CQD:78^/&1I=BIS='EL93TB=&5X="UA M;&EG;CIC96YT97([(CX\<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&YO<FUA M;#MF;VYT+7-T>6QE.B\N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES M<&QA>3H@:6YL:6YE.R(^-34\+W-P86X^")D:78^")D:78^")JT9#X\=&0@ M<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[<=&%D9&EN9RUR:6=H=#HN,#<U M:6X[<=&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&JM.BXP,C)I;CMB M;W)D97(M=&JP.C%P="IS;VQI9" C,#P,#P.P.V)O<F1E<BUB;W1T;VTZ,7IT M('O;&ED("P,#P,#P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED("P,#P,#P,# [

M8FJR9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T
M>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E
M:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I
M;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXW,#PO<WIA;CX\+V1I=CX\+V1I
M=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG
M+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T
M;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED("P,# P,# [8FJR9&5R
M+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL
M:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED("P,# P,# [(CX\
M&EV/CQD:78@<W1Y;&4)(G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y
M;&4)(F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E
M>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C8T")JS<&%N
M/CPO9&EV/CPO9&EV/CPO=&0^/1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W
M-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&JP.BXP,C)I;CMP
M861D:6YG+6)O='1O;3HN,#(R:6X[8FJR9&5R+71O<#HQ<'0@<VJL:60@(S P
M,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL
M969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<VJL:60@
M(S P,# P,#LB/CQD:78^/&1I=BI S='EL93TB=&5X="UA;&EG;CIC96YT97([
M(CX\<WIA;BI S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE
M.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE
M.R(^-C \+W-P86X^")D:78^")D:78^")T9#X\=&0@<W1Y;&4)(GIA9&1I
M;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT
M;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&JP.C%P
M="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED("P,# P
M,# [8FJR9&5R+6QE9G0Z,7IT('O;&ED("P,# P,# [8FJR9&5R+7)I9VAT
M.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L
M:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P
M;&%Y.BII;FQI;F4[(CXU-3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"IS
M='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I
M;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O
M<F1E<BUT;W Z,7IT('O;&ED("P,# P,# [8FJR9&5R+6)O='1O;3HQ<'0@
M<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@(S P,# P,#MB
M;W)D97(M<FEG:'0Z,7IT('O;&ED("P,# P,# [(CX\9&EV/CQD:78@<W1Y
M;&4)(G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4)(F9O;G0M=V5I
M9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C4R")JS<&%N/CPO9&EV/CPO9&EV
M/CPO=&0^/1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M
M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&JP.BXP,C)I;CMP861D:6YG+6)O='1O
M;3HN,#(R:6X[8FJR9&5R+71O<#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M
M8FJT=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI
M9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<VJL:60@(S P,# P,#LB/CQD
M:78^/&1I=BI S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BI S='EL

M93TB9FJN="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-#D\+W-P86X^
M"/]D:78^"/]D:78^"/]T9#X\=&0@<W1Y; &4](G!A9&1I;F<M; &5F=#HN,#<U
M:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A
M9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P
M,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED("P,# P,# [8F]R9&5R+6QE
M9G0Z,7IT('O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C
M,# P,# P.R(^/ &1I=CX!9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y; &4Z
M(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P; &%Y.B!I;FQI;F4[
M(CXT-CPO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN
M9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O
M<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT
M('O;&ED("P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M; &5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z
M,7IT('O;&ED("P,# P,# [(CX!9&EV/CQD:78@<W1Y; &4](G1E>'0M86QI
M9VXZ8V5N=&5R.R(^/-P86X@<W1Y; &4](F9O;G0M=V5I9VAT.B!N;W)M86P[
M9FJN="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L
M87DZ(&EN;&EN93LB/C0S"]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T
M>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN
M.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8FJR
M9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O
M<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/ &1I=B!S='EL
M93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;B!S='EL93TB9FJN="UW96EG
M:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-# \+W-P86X^"/]D:78^"/]D:78^
M"/]T9#X\+W1R/CQT<CX\=&0@<W1Y; &4](G!A9&1I;F<M; &5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I
M;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P
M.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED("P,# P,# [8F]R9&5R+6QE9G0Z
M,7IT('O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P
M,# P.R(^/ &1I=CX!9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y; &4Z(&YO
M<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P; &%Y.B!I;FQI;F4[(CXV
M,#PO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL
M969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN
M,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O
M;&ED("P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M; &5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT
M('O;&ED("P,# P,# [(CX!9&EV/CQD:78@<W1Y; &4](G1E>'0M86QI9VXZ
M8V5N=&5R.R(^/-P86X@<W1Y; &4](F9O;G0M=V5I9VAT.B!N;W)M86P[9FJN
M="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ

M(&EN;&EN93LB/C<S"/]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE
M/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA
M9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R
M+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI
M9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E
M<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=BIS='EL93TB
M=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BIS='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C@+W-P86X^")D:78^")D:78^")T
M9#X\=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H
M=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP
M,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T
M;VTZ,7IT('O;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED("P
M;# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CX\
M9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F
M;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8VJR871I;VXZ;FJN93MD:7-P;&%Y.BII;FQI;F4[(CXV-#PO<WIA;CX\+V1I
M=CX\+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP
M861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN
M9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED("P,# P,# [
M8FJR9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED("P,# P
M,# [(CX9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^'-P
M86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C8P
M"/]S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE
M9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP
M,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O
M<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@
M<V]L:60@(S P,# P,#LB/CQD:78^/&1I=BIS='EL93TB=&5X="UA;&EG;CIC
M96YT97([(CX\<WIA;BIS='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT
M+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^-3<+W-P86X^")D:78^")D:78^")T9#X\=&0@<W1Y;&4]
M(GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D
M9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M
M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED
M("P,# P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED("P,# P,# [8F]R9&5R
M+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T
M97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@
M;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN
M93MD:7-P;&%Y.BII;FQI;F4[(CXU-#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D
M/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT

M.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R
M,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,# P,# [8F]R9&5R+6)O='1O
M;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,# P,# [(CX)9&EV/CQD
M:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4Q/")S<&%N/CPO9&EV
M/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA
M9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG
M+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P
M="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P
M,#LB/CQD:78^/&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX)\<WIA
M;BIS='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M
M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-#&@\
M+W-P86X^/"D:78^/"D:78^/"T9#X\=&0@<W1Y;&4](GIA9&1I;F<M;&5F
M=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R
M,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI
M9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P,# P,# [8F]R
M9&5R+6QE9G0Z,7IT('O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS
M;VQI9" C,# P,# P.R(^/&1I=CX)9&EV('T>6QE/2)T97AT+6%L:6=N.F-E
M;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M
M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD:7-P;&%Y.BII
M;FQI;F4[(CXT-3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CPO='(^/'1R/CQT
M9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP
M-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN
M.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,# P,# [(CX)9&EV/CQD:78@
M<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M
M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C8U/")S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I
M;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB
M/CQD:78^/&1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([(CX)\<WIA;BIS
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-S8\+W-P
M86X^/"D:78^/"D:78^/"T9#X\=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C

M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED(",P,# P,# [8F]R9&5R
M+6QE9G0Z,7!T('O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI
M9" C,# P,# P.R(^/1=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.B!!;FQI
M;F4[(CXW,CPO<W!A;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D
M9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG
M+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z
M,7!T('O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P
M,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG
M:'0Z,7!T('O;&ED(",P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M
M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M
M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I
M<W!L87DZ(&EN;&EN93LB/C8X")S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D
M('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W
M-6EN.W!A9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[
M8FJR9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P
M="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P
M.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/1I=BIS
M='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<W!A;BIS='EL93TB9F]N="UW
M96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T
M:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C4\+W-P86X^")D:78^")D
M:78^")JT9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN
M9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8FJT
M=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E
M<BUB;W1T;VTZ,7!T('O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('O
M;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^
M/1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T
M>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT
M97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.B!!;FQI;F4[(CXV,CPO<W!A
M;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP
M-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[
M<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED(",P
M,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M
M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED
M("P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R
M.R(^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL
M93H@;FJR;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN
M93LB/C4Y")S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D
M:6YG+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M
M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C,# P
M,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H

M=#HQ<'0@<VJL:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA
M;&EG;CIC96YT97(((CX\<W!A;B!S='EL93TB9FJN="UW96EG:'0Z(&YO<FUA
M;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES
M<&QA>3H@:6YL:6YE.R(^-38\+W-P86X^")D:78^")D:78^")T9#X\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8FJT=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T
M('O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('O;&ED(",P,# P,# [
M8F]R9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T
M>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E
M:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I
M;VXZ;FJN93MD:7-P;&%Y.B!I;FQI;F4[(CXU,SPO<W!A;CX\+V1I=CX\+V1I
M=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG
M+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T
M;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED(",P,# P,# [8F]R9&5R
M+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL
M:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED(",P,# P,# [(CX\
M9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.B!N;W)M86P[9FJN="US='EL93H@;FJR;6%L.W1E
M>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4P")S<&%N
M/CPO9&EV/CPO9&EV/CPO=&0^")JT<CX\='(^/1D('T>6QE/2)P861D:6YG
M+6QE9G0Z+C W-6EN.W!A9&1I;F<M<FEG:'0Z+C W-6EN.W!A9&1I;F<M=&]P
M.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@
M<VJL:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="!S;VQI9" C,# P,# P
M.V)O<F1E<BUL969T.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ
M<'0@<VJL:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X="UA;&EG
M;CIC96YT97(((CX\<W!A;B!S='EL93TB9FJN="UW96EG:'0Z(&YO<FUA;#MF
M;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
M>3H@:6YL:6YE.R(^-S \+W-P86X^")D:78^")D:78^")T9#X\=&0@<W1Y
M;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[
M<&%D9&EN9RUT;W Z+C R,FEN.W!A9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D
M97(M=&]P.C%P="!S;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('O
M;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7!T('O;&ED(",P,# P,# [8F]R
M9&5R+7)I9VAT.C%P="!S;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE
M/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H
M=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ
M;FJN93MD:7-P;&%Y.B!I;FQI;F4[(CXW.3PO<W!A;CX\+V1I=CX\+V1I=CX\
M+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I
M9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ
M+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED(",P,# P,# [8F]R9&5R+6)O
M='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@
M(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED(",P,# P,# [(CX\9&EV
M/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4]

M(F9O;G0M=V5I9VAT.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M
M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C<V/]S<&%N/CPO
M9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN
M.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D
M:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M8F]T=&]M.C%P='!S;VQI9" C,# P,# P.V)O<F1E<BUL969T
M.C%P='!S;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P
M,# P,#LB/CQD:78^/&1I=BI S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\
M<WIA;BI S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M-S,\+W-P86X^/'"]D:78^/'"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M
M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z
M+C R,FEN.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P='!S
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED(",P,# P,# [
M8F]R9&5R+6QE9G0Z,7!T('O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P
M='!S;VQI9" C,# P,# P.R(^/&1I=CXI9&EV('T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.B!;FQI;F4[(CXW,#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL
M93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E
M<BUT;W Z,7!T('O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L
M:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M<FEG:'0Z,7!T('O;&ED(",P,# P,# [(CXI9&EV/CQD:78@<W1Y;&4]
M(G1E>'0M86QI9VXZ8V5N=&5R.R(^'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT
M.B!N;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN
M;VYE.V1I<WIL87DZ(&EN;&EN93LB/C8W/"]S<&%N/CPO9&EV/CPO9&EV/CPO
M=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG
M:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN
M,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T
M=&]M.C%P='!S;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P='!S;VQI9" C
M,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^
M/&1I=BI S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BI S='EL93TB
M9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD
M96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C0\+W-P86X^/'"]D
M:78^/'"]D:78^/'"]T9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[
M<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I
M;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P='!S;VQI9" C,# P,# P
M.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z
M,7!T('O;&ED(",P,# P,# [8F]R9&5R+7)I9VAT.C%P='!S;VQI9" C,# P
M,# P.R(^/&1I=CXI9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS
M<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!;FQI;F4[(CXV

M,3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL
M969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN
M,(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O
M;&ED("P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB
M;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T
M('O;&ED("P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ
M8V5N=&5R.R('^'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N
M="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ
M(&EN;&EN93LB/C4X/")S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE
M/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA
M9&1I;F<M=&JP.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,(R:6X[8F]R9&5R
M+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI
M9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E
M<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB
M=&5X="UA;&EG;CIC96YT97([(CX\<WIA;B!S='EL93TB9F]N="UW96EG:'0Z
M(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^-34\+W-P86X^/")D:78^/")D:78^/")T
M9#X\+W1R/CQT<CX\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D
M9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M
M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O
M<F1E<BUB;W1T;VTZ,7!T('O;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7!T
M('O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P
M.R(^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N
M('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA
M;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.BII;FQI;F4[(CXW-3PO
M<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT9"!S='EL93TB<&%D9&EN9RUL969T
M.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,(R
M:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED
M("P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D
M97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('O
M;&ED("P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N
M=&5R.R('^'-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US
M='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN
M;&EN93LB/C@T/")S<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I
M;F<M=&JP.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8F]T=&]M.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB/CQD:78^/&1I=B!S='EL93TB=&5X
M="UA;&EG;CIC96YT97([(CX\<WIA;B!S='EL93TB9F]N="UW96EG:'0Z(&YO
M<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^-#S\+W-P86X^/")D:78^/")D:78^/")T9#X\
M=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN

M,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I
M;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ
M,7IT('O;&ED(",P,# P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED(",P,# P
M,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CXI9&EV
M('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT
M+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR
M871I;VXZ;F]N93MD:7-P;&%Y.BII;FQI;F4[(CXW.#PO<WIA;CX\+V1I=CX\
M+V1I=CX\+W1D/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@
M<W1Y;&4](F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C<U")S
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@
M(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E
M<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L
M:60@(S P,# P,#LB/CQD:78^/&1I=BI S='EL93TB=&5X="UA;&EG;CIC96YT
M97[(CX\<WIA;BI S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^-S(\+W-P86X^")D:78^")D:78^")T9#X\=&0@<W1Y;&4](G1A
M9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN
M9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P
M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED(",P
M,# P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED(",P,# P,# [8F]R9&5R+7)I
M9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CXI9&EV('T>6QE/2)T97AT
M+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R
M;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD
M:7-P;&%Y.BII;FQI;F4[(CXW.3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CQT
M9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP
M-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN
M.V)O<F1E<BUT;W Z,7IT('O;&ED(",P,# P,# [8F]R9&5R+6)O='1O;3HQ
M<'0@<V]L:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED(",P,# P,# [(CX\9&EV/CQD:78@
M<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M
M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C8V")S<&%N/CPO9&EV/CPO
M9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I
M;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O
M='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D

M97(M8F]T=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS
M;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<V]L:60@(S P,# P,#LB
M/CQD:78^/1I=BIS='EL93TB=&5X="UA;&EG;CIC96YT97([CX\<WIA;BIS
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C,\+W-P
M86X^/"D:78^/"D:78^/"T9#X\=&0@<W1Y;&4](GIA9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.WIA9&1I;F<M8F]T=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T(^-O;&ED("P,# P,# [8F]R9&5R
M+6QE9G0Z,7!T(^-O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI
M9" C,# P,# P.R(^&1I=CX\9&EV(^-T>6QE/2)T97AT+6%L:6=N.F-E;G1E
M<CLB/CQS<&%N(^-T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.BII;FQI
M;F4[(CXV,#PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CPO='(^/"T86)L93X\
M+V1I=CX\+V1I=CX\9&EV(^-T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*
@M"/D:78^/"D:78^/1I=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*
@MPJ#"H"AD*^*@PJ#"H\$9O<BIT:&]S92IC87-E<R!W:&5R92IA(^-O=6YD(&QE
M=F5L(&UE87-U<F5M96YT(&AA<R!B965N(&UA9&4@<'5R<W5A;G0@=&\@=&AE
M(^IR;W9I<VEO;G,@;V8@=&AI<RIC:&%P=&5R(&%N9"IT=V@;W(@;6]R92IP
M<F]V:7-I;VYS(&]F('1H:7,@8VAA<'1E<BIA<'!L>2P@=&AE(^IR;W9I<VEO
M;B!E<W1A8FQI<VAI;F<@=&AE(&QO=V5R(&]R(&QO=V5S="IN;VES92IL979E
M;"P@<F5S<&5C=&EV96QY+"IS:&%L;"!B92IU<V5D+B \<WIA;BIS='EL93TB
M9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C
M;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/BAI9&1E9"IB>2I/<F0N
M(\$YO+B Q-38L,S8S+"!%9F8N(#,O,CDO.#(N*3PO<WIA;CX\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VT],3IP="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3IP="(^PJ \
M+V1I=CX\+V1I=CX\<WIA;BID97IT:#TB-B(@+SX\9&EV(&-L87-S/2)396-T
M:6]N(CX\9&EV/CQA(&YA;64)[DI\$7S\$Q,2XP,RXB(&ED/2)*1%\Q,3\$N,#,N
M(BIT:71L93TB,3\$Q+C S+B(@+SY314,N(\$Q,2XP,R["H"!-24Y)355-(\$%-
MODE%3E0@3D)]4T4@3\$5614PN"/D:78^/"D:78^/1I=BIC;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H#QS<&%N(^-T>6QE/2)F;VYT+7=E:6=H
M=#H@8F]L9#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$M96YD960@8GD@3W)D+B!.;RX@,34V
M+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"D:78^/"D:78^/1I=BIC
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(^-T>6QE/2)M87)G:6XM8F]T=&]M
M/3\$P<'0B/L*@"/D:78^/"D:78^/1I=BIC;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#"H%=H97)E('1H92IA;6)I96YT(&YO:7-E(&QE=F5L(&ES
M(&QE<W,@=&AA;BIT:&4@<')E<W5M960@86UB:65N="IN;VES92IL979E;"ID
M97-I9VYA=&5D(&EN('1H:7,@<V5C=&EO;BP@=&AE(^IR97-U;65D(&%M8FEE
M;G0@;F]I<V4@;&5V96P@:6X@=&AI<RIS96-T:6]N(^-H86QL(&)E(&1E96UE
M9"IT;R!B92IT:&4@;6EN:6UU;2IA;6)I96YT(&YO:7-E(&QE=F5L(&9O<B!P

M=7)P;W-E<R!O9BIT:&ES(&-H87IT97(N/"D:78^/"D:78^/&1I=B!C;&%S
M<STB3FJR;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M87)G:6XM8FJT=&]M/3\$P
M<'0B/L*@"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX!
M9&EV/CQD:78@<W1Y;&4)(G1E>'0M86QI9VXZ8V5N=&5R.R(^/&\$@;F%M93TB
M2D1?,3\$Q+C S5"(@:60)(D!\$7S\$Q,2XP,U0B('1I=&QE/2(Q,3\$N,#-4(B O
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8FJL9#MF;VYT+7-T>6QE.B!N
M;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^
M5\$%"3\$4@24D!+W-P86X^/"D:78^/"D:78^/"D:78^/&1I=B!C;&%S<STB
M3FJR;6%L+4QE=F5L(CX!9&EV/CQD:78@<W1Y;&4)(G1E>'0M86QI9VXZ8V5N
M=&5R.R(^/-P86X@<W1Y;&4)(F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y
M;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;&%Y.B!!;FQI
M;F4[(CY33U5.1"!159%#3B@)Q!XH"=(\$1%0TE"14Q3/")S<&%N/CPO9&EV
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ H26X@=&A!<R!C:&%R
M="P@9&%Y=&EM92!L979E;,@87)E('1O(&)E('5S960@9G)O;2 W.C P(&\$N
M;2X@=&!\@,3 Z,# @<"YM+B!A;F0@;FEG:'1T:6UE(&QE=F5L<R!F<F]M(#\$P
M.C P(' N;2X@=&!\@-SHP,"IA+FTN*3PO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#QT86)L92!C96QL<W!A
M8VEN9STB,"(@<W1Y;&4)(F)O<F1E<BUC;VQL87!S93H@8VJL;&%P<V4[:6%R
M9VEN+71O<#HN,#(R:6X[:6%R9VEN+6)O='1O;3HN,#(R:6X[<&%D9&EN9RUL
M969T.C N,#-I;CMB;W)D97(M;&5F=#HQ+C5P="!S;VQI9" C,# P,# P.W!A
M9&1I;F<M=&]P.C N,#-I;CMB;W)D97(M=&]P.C\$N-7!T('O;&ED("P,# P
M,# [<&%D9&EN9RUR:6=H=#HP+C S:6X[8FJR9&5R+7)I9VAT.C\$N-7!T('O
M;&ED("P,# P,# [<&%D9&EN9RUB;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T
M;VTZ,2XU<'0@<VJL:60@(S P,# P,#LB/CQC;VP@=VED=&@)(C,P-BXV-C8V
M-C8V-C8V-C8W<'@B("V/&-O;"!W:61T:#TB,3\$T+C8V-C8V-C8V-C8V-C8W
M<'@B("V/&-O;"!W:61T:#TB,3\$T+C8V-C8V-C8V-C8V-C8W<'@B("V/'1R
M/CQT9"!S='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT
M.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R
M,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED("P,# P,# [8FJR9&5R+6)O='1O
M;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@(S P
M,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED("P,# P,# [<&%D9&EN9RUB
M;W1T;VTZ,"XP,VEN.V)O<F1E<BUB;W1T;VTZ,'IT('O;&ED("P,# P,# [
M(CX!9&EV("V")T9#X!&0@8VJL<W!A;CTB,B(@<W1Y;&4)(G!A9&1I;F<M
M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z
M+C R,FEN.W!A9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="!S
M;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED("P,# P,# [
M8FJR9&5R+6QE9G0Z,7!T('O;&ED("P,# P,# [8FJR9&5R+7)I9VAT.C%P
M="!S;VQI9" C,# P,# P.R(^/&1I=CX!9&EV('T>6QE/2)T97AT+6%L:6=N
M.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8FJL9#MF;VYT

M+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^4%)%4U5-140@04U"245.5"!3TE312!,159%3" H9\$(H02DI
M/"JS<&%N/CPO9&EV/CPO9&EV/CPO=&0^/"JT<CX\='(^/1D('T>6QE/2)P
M861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I
M;F<M=&]P.BXP,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O
M<#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR
M:6=H=#HQ<'0@<V]L:60@(S P,# P,#MP861D:6YG+71O<#HP+C S:6X[8F]R
M9&5R+71O<#HP<'0@<V]L:60@(S P,# P,#MP861D:6YG+6)O='1O;3HP+C S
M:6X[8F]R9&5R+6)O='1O;3HQ+C5P="IS;VQI9" C,# P,# P.R(^&1I=CX\
M<W!A;B!S="EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US="EL93H@;F]R
M;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/EI/
M3D4\+W-P86X^/"JD:78^/"JT9#X\=&0@<W1Y;&4](G!A9&1I;F<M;&5F=#HN
M,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN
M.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C
M,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED("P,# P,# [8F]R9&5R
M+6QE9G0Z,7!T('O;&ED("P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI
M9" C,# P,# P.W!A9&1I;F<M8FJT=&]M.C N,#-I;CMB;W)D97(M8FJT=&]M
M.C\$N-7!T('O;&ED("P,# P,# [(CX\9&EV/CQD:78@<W1Y;&4](G1E>'0M
M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y;&4](F9O;G0M=V5I9VAT.B!B;VQD
M.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P
M;&%Y.B!;FQI;F4[(CY\$05D\+W-P86X^/"JD:78^/"JT9#X\=&0@
M<W1Y;&4](G!A9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T
M('O;&ED("P,# P,# [8F]R9&5R+6QE9G0Z,7!T('O;&ED("P,# P,# [
M8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.W!A9&1I;F<M8FJT=&]M
M.C N,#-I;CMB;W)D97(M8FJT=&]M.C\$N-7!T('O;&ED("P,# P,# [(CX\
M9&EV/CQD:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@<W1Y
M;&4](F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!;FQI;F4[(CY.24=(5#PO<W!A
M;CX\+V1I=CX\+V1I=CX\+W1D/CPO='(^/1R/CQT9"IS="EL93TB<&%D9&EN
M9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O
M<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T
M('O;&ED("P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<V]L:60@(S P,# P
M,#MB;W)D97(M;&5F=#HQ<'0@<V]L:60@(S P,# P,#MB;W)D97(M<FEG:'0Z
M,7!T('O;&ED("P,# P,# [(CX\9&EV/CQS<&%N('T>6QE/2)F;VYT+7=E
M:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I
M;VXZ;F]N93MD:7-P;&%Y.B!;FQI;F4[(CY!,2P@03(L(%)!+"!212P@4E,L
M(%)\$+"!25S\$L(%))7,BP@4C\$L(%(R+"!2,RP@4C0L(&%N9"!2-3PO<W!A;CX\
M+V1I=CX\+W1D/CQT9"IS="EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED("P,# P,# [8F]R

M9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<VJL:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7IT('O;&ED('P,# P,# [
M(CX\9&EV/CQD:78@<W1Y;&4)(G1E>'0M86QI9VXZ8V5N=&5R.R(^/-P86X@
M<W1Y;&4)(F9O;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/C4P/")S
M<&%N/CPO9&EV/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z
M+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&JP.BXP,C)I
M;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<VJL:60@
M(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E
M<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<VJL
M:60@(S P,# P,#LB/CQD:78^/&1I=BI S='EL93TB=&5X="UA;&EG;CIC96YT
M97([(CX\<WIA;BI S='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T
M>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^-# \+W-P86X^/")D:78^/"J]D:78^/"J]T9#X\+W1R/CQT<CX\=&0@
M<W1Y;&4)(GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U
M:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB
M;W)D97(M=&]P.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7IT
M('O;&ED('P,# P,# [8F]R9&5R+6QE9G0Z,7IT('O;&ED('P,# P,# [
M8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CX\<WIA;BI S
M='EL93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[
M=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^4"P@4\$(L
M(\$-2+"!#,2P@0S\$N-2P@0S(L(\$,T+"!#,2P@86YD(\$--"/)S<&%N/CPO9&EV
M/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE9G0Z+C W-6EN.WIA9&1I;F<M
M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&JP.BXP,C)I;CMP861D:6YG+6)O='1O
M;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M
M8FJT=&]M.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUL969T.C%P="IS;VQI
M9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@<VJL:60@(S P,# P,#LB/CQD
M:78^/&1I=BI S='EL93TB=&5X="UA;&EG;CIC96YT97([(CX\<WIA;BI S='EL
M93TB9F]N="UW96EG:'0Z(&YO<FUA;#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^-C \+W-P86X^
M/")D:78^/"J]D:78^/"J]T9#X\=&0@<W1Y;&4)(GIA9&1I;F<M;&5F=#HN,#<U
M:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D9&EN9RUT;W Z+C R,FEN.WIA
M9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M=&]P.C%P="IS;VQI9" C,# P
M,# P.V)O<F1E<BUB;W1T;VTZ,7IT('O;&ED('P,# P,# [8F]R9&5R+6QE
M9G0Z,7IT('O;&ED('P,# P,# [8F]R9&5R+7)I9VAT.C%P="IS;VQI9" C
M,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB
M/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z
M(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;F]N93MD:7-P;&%Y.BI;FQI;F4[
M(CXU-3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D/CPO=(^/'1R/CQT9"IS='EL
M93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT.BXP-S5I;CMP
M861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R,FEN.V)O<F1E
M<BUT;W Z,7IT('O;&ED('P,# P,# [8F]R9&5R+6)O='1O;3HQ<'0@<VJL
M:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@(S P,# P,#MB;W)D

M97(M<FEG:'0Z,7!T('O;&ED("P,#P,# [(CX\9&EV/CQS<&%N('T>6QE
M/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT
M+61E8VJR871I;VXZ;FJN93MD:7-P;.&%Y.BII;FQI;F4[(CY-,2P@35(Q+"IA
M;F0@35(R/"JS<&%N/CPO9&EV/CPO=&0^/'1D('T>6QE/2)P861D:6YG+6QE
M9G0Z+C W-6EN.WIA9&1I;F<M<FEG:'0Z+C W-6EN.WIA9&1I;F<M=&JP.BXP
M,C)I;CMP861D:6YG+6)O='1O;3HN,#(R:6X[8F]R9&5R+71O<#HQ<'0@<VJL
M:60@(S P,# P,#MB;W)D97(M8FJT=&]M.C%P="IS;VQI9" C,# P,# P.V)O
M<F1E<BUL969T.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUR:6=H=#HQ<'0@
M<VJL:60@(S P,# P,#LB/CQD:78^/&1I=BI S='EL93TB=&5X="UA;&EG;CIC
M96YT97([(CX\<WIA;BI S='EL93TB9F)N="UW96EG:'0Z(&YO<FUA;#MF;VYT
M+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^C \+W-P86X^/"JD:78^/"JD:78^/"JT9#X\=&0@<W1Y;&4]
M(GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D
M9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M
M=&JP.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED
M("P,# P,# [8F]R9&5R+6QE9G0Z,7!T('O;&ED("P,# P,# [8F]R9&5R
M+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T
M97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@
M;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN
M93MD:7-P;.&%Y.BII;FQI;F4[(CXU-3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D
M/CPO='(^/'1R/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D
M:6YG+7)I9VAT.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB
M;W1T;VTZ+C R,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED("P,# P,# [8F]R
M9&5R+6)O='1O;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@
M<VJL:60@(S P,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED("P,# P,# [
M(CX\9&EV/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;FJR;6%L.V9O;G0M
M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN93MD:7-P;.&%Y.BII
M;FQI;F4[(CY-,BIA;F0@33,\+W-P86X^/"JD:78^/"JT9#X\=&0@<W1Y;&4]
M(GIA9&1I;F<M;&5F=#HN,#<U:6X[<&%D9&EN9RUR:6=H=#HN,#<U:6X[<&%D
M9&EN9RUT;W Z+C R,FEN.WIA9&1I;F<M8FJT=&]M.BXP,C)I;CMB;W)D97(M
M=&JP.C%P="IS;VQI9" C,# P,# P.V)O<F1E<BUB;W1T;VTZ,7!T('O;&ED
M("P,# P,# [8F]R9&5R+6QE9G0Z,7!T('O;&ED("P,# P,# [8F]R9&5R
M+7)I9VAT.C%P="IS;VQI9" C,# P,# P.R(^/&1I=CX\9&EV('T>6QE/2)T
M97AT+6%L:6=N.F-E;G1E<CLB/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@
M;FJR;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ;FJN
M93MD:7-P;.&%Y.BII;FQI;F4[(CXV-3PO<WIA;CX\+V1I=CX\+V1I=CX\+W1D
M/CQT9"IS='EL93TB<&%D9&EN9RUL969T.BXP-S5I;CMP861D:6YG+7)I9VAT
M.BXP-S5I;CMP861D:6YG+71O<#HN,#(R:6X[<&%D9&EN9RUB;W1T;VTZ+C R
M,FEN.V)O<F1E<BUT;W Z,7!T('O;&ED("P,# P,# [8F]R9&5R+6)O='1O
M;3HQ<'0@<VJL:60@(S P,# P,#MB;W)D97(M;&5F=#HQ<'0@<VJL:60@(S P
M,# P,#MB;W)D97(M<FEG:'0Z,7!T('O;&ED("P,# P,# [(CX\9&EV/CQD
M:78@<W1Y;&4](G1E>'0M86QI9VXZ8V5N=&5R.R(^/'-P86X@<W1Y;&4](F9O
M;G0M=V5I9VAT.BIN;W)M86P[9F]N="US='EL93H@;FJR;6%L.W1E>'0M9&5C

M;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/C8U"/"]S<&%N/CPO9&EV
M/CPO9&EV/CPO=&0^"]T<CX\+W1A8FQE/CPO9&EV/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VT],3IP="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78^PJ#^H,*@070@=&AE(&)O=6YD87)Y(&QI;F4@
M8F5T=V5E;BIT=V\@>F]N97,L('1H92!P<F5S=6UE9"!A;6)I96YT(&YO:7-E
M(&QE=F5L(&]F('1H92!Q=6EE=&5R('!O;F4@<VAA;&P@8F4@=7-E9"X\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3IP="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3IP
M="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S
M/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI\$7S\$Q,2XP-"XB(&ED/2)*1%IQ
M,3\$N,#0N(BIT:71L93TB,3\$Q+C T+B(@+SY314,N(#\$Q,2XP-"H"1624],
M051)3TY3.L*@\$(\$%\$1\$E424].04P@4D5-141)15,L(\$E.2E5.0U1)3TY3+CPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL
M93TB;6%R9VEN+6)O='!O;3TQ,"IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!!<R!A;B!A9&1I=&EO;F%L
M(')E;65D>2P@=&AE(&]P97)A=&EO;B!O<B!M86EN=&5N86YC92!O9B!A;GD@
M9&5V:6-E+"!!;G-T<G5M96YT+"!V96A!8VQE+"!O<B!M86-H:6YE<GD@:6X@
M=FEO;&%T:6]N(&]F(&%N>2!P<F]V:7-I;VX@;V8@=&A!<R!C:&%P=&5R+"!W
M:&EC:"!O<&5R871I;VX@;W(@:6%I;G1E;F%N8V4@8V%U<V5S(&1I<V-O;69O
M<G0@;W(@86YN;WEA;F-E('!O(')E87-O;F%B;&4@<&5R<V]N<R!O<B!W:&EC
M:"!E;F1A;F=E<G,@=&AE(&-O;69O<G0L(')E<&]S92P@:&5A;'1H+"!O<B!P
M96%C92!O9B!R97-I9&5N=',@:6X@=&AE(&%R96\$L('H86QL(&)E(&1E96UE
M9"!A;F0@:7,@9&5C;&%R960@=&\@8F4N82!P=6)L:6,@;G5I<V%N8V4@86YD
M(&UA>2!B92!S=6)J96-T('!O(&%B871E;65N="!S=6UM87)I;'D@8GD@82!R
M97-T<F%I;FEN9R!O<F1E<B!O<B!I;FIU;F-T:6]N(&ES<W5E9"!B>2!A(&-O
M=7)T(&]R9&5R(&]F(&-O;7!E=&5N="!J=7)I<V1I8W1I;VXN(#QS<&%N('T
M>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X
M="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$M96YD960@
M8GD@3W)D+BI.;RX@,34V+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^")D
M:78^")D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE
M/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"/]D:78^")D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P
M<'0B/L*@"/]D:78^")D:78^/-P86X@9&5P=&@](C8B("^\&1I=B!C;&%S
M<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)*1%IQ,3\$N,#4N(B!I9#TB2D1?
M,3\$Q+C U+B(@=&ET;&4](C\$Q,2XP-2XB("^\4T5#+B Q,3\$N,#4NPJ @14Y&
M3U)#14U%3E0L(\$-5\$%424].4RX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78^PJ#^H,*@/-P86X@<W1Y;&4](F9O;G0M=V5I
M\$VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ
M;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CXH061D960@8GD@3W)D+BI.;RX@,34V
M+#,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^")D:78^")D:78^/&1I=B!C
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M
M/3\$P<'0B/L*@"/]D:78^")D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L

M(CX\9&EV/L*~PJ#H"AA*~PJ#H%1H92!\$97!A<G1M96YT(&]F(\$)U:6QD
M:6YG(&%N9"!3869E='D@<VAA;&P@:&%V92!T:&4@<&]W97(@86YD(&1U='D@
M=&\@96YF;W)C92!T:&4@9F]L;&]W:6YG(&YO:7-E(&-O;G1R;VP@<')O=FES
M:6]N<R!O9B!T:&ES(\$-O9&4Z(%-E8W1!;VX@,3(N,31!+38H:"DL(%-E8W1!
M;VX@,3(N,3E!+30H8BDH,2DL(%-E8W1!;VX@,3\$R+C R(&%N9"!396-T:6]N
M(#\$Q,BXP-"AC*2["H" \<W!A;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[
M9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1!<W!L
M87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$]R9"X@3F\N(\$\$W,BPP.#8L(\$5F
M9BX@-R\\$, "Y."X!/"S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1!B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT[C]"
MH#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1!C["
MH,*~PJ H8BG"H,*~PJ!4:&4@4&]L:6-E(\$1E<&%R=&UE;G0@<VAA;&P@:&%V
M92!T:&4@<&]W97(@86YD(&1U='D@=&\@96YF;W)C92!T:&4@9F]L;&]W:6YG
M(&YO:7-E(&-O;G1R;VP@<')O=FES:6]N<R!O9B!T:&ES(\$-O9&4Z(%-E8W1!
M;VX@-#\$N,S(L(%-E8W1!;VX@-#\$N-# L(%-E8W1!;VX@-#\$N-#(L(%-E8W1!
M;VX@-#\$N-#0L(%-E8W1!;VX@-#\$N-3<L(%-E8W1!;VX@-C,N-3\$H;2DL(%-E
M8W1!;VX@,3\$R+C Q+"!396-T:6]N(\$\$Q,BXP-"P@4V5C=&EO;B Q,3(N,#4L
M(%-E8W1!;VX@,3\$R+C V+"!396-T:6]N(\$\$Q,RXP,2P@4V5C=&EO;B Q,30N
M,\$\$@=&AR;W5G:"!396-T:6]N(\$\$Q-"XP-2P@:6YC;'5S:79E+"!396-T:6]N
M(\$\$Q-2XP,BP@86YD(%-E8W1!;VX@,3\$V+C Q+B \<W!A;B!S='EL93TB9F]N
M="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A
M=&EO;CIN;VYE.V1!<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$]R9"X@
M3F\N(\$\$V,2PU-S0L(\$5F9BX@.2X+S@V+BD\+W-P86X^/"D:78^"D:78^
M/&1!B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM
M8F]T=&]M/3\$P<'0B/L*~/"D:78^/"D:78^/&1!B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV/L*~PJ#H"AC*~PJ#H\$%N>2!"=6EL9&EN9R!-96-H
M86Y!8V%L(\$EN<W!E8W1O<B!A<W-I9VYE9"!T;R!N;VES92!E;F9O<F-E;65N
M="!!;G-P96-T:6]N('H86QL(&AA=F4@=&AE('!O=V5R+"!A=71H;W)!='D@
M86YD(&EM;75N:71Y(&]F(&\$@<'5B;&EC(&]F9FEC97(@86YD(&5M<&QO>65E
M+"!A<R!S970@9F]R=&@@:6X@=&AE(%!E;F%L(\$-O9&4@;V8@=&AE(%-T871E
M(&]F(\$-A;&EF;W)N:6\$L(%-E8W1!;VX@.#,V+C4L('!O(&UA:V4@87)R97-T
M<R!W:71H;W5T(&\$@=V%R<F%N="!W:&5N979E<B!S=6-H(&5M<&QO>65E(&AA
M<R!R96%S;VYA8FQE(&-A=7-E('!O(&)E;&EE=F4@=&AA="!T:&4@<&5R<V]N
M('!O(&)E(&%R<F5S=&5D(&AA<R!C;VUM:71T960@82!M:7-D96UE86YO<B!!
M;B!H:7,@<')E<V5N8V4@=VA!8V@@:7,@82!V:6]L871!;VX@;V8@86YY('!R
M;W9!<VEO;B!S970@9F]R=&@@:6X@4V5C=&EO;B Q,3\$N,#4H82D@;V8@=&A!
M<R!C:&%P=&5R+L*~(%1H92!P<F]V:7-I;VYS(&]F('A:60@4&5N86P@0V]D
M92!S96-T:6]N(')E9V%R9&EN9R!!<W-U86YC92!O9B!A('=R:71T96X@<')O
M;6ES92!T;R!A<'!E87(@<VAA;&P@8F4@87!P;&EC86)L92!T;R!A<G)E<W1S
M(&%U=&AO<FEZ960@:&5R96EN+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1!B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT[C]"
MH#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1!B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT[C]"H#PO9&EV/CPO9&EV/CQD:78@

M8VQA<W,](DYO<FUA;"U,979E;"(^&1l=BIS='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(S(B O/CQD:78@
M8VQA<W,](D%R=&EC;&4B/CQD:78^/&\$@;F%M93TB2D1?0S\$Q03(B(&ED/2)*
M1%]#,3%!,B(@=&ET;&4](D,Q,4\$R(B O/D%25\$E#3\$4@,CQB<B O/E-014-)
M04P@3D)]4T4@4T]54D-%4SPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^&1l=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1l=BIS='EL
M93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^&1l=BIC;&%S<STB06YA;'ES:7,B/E-E8W1I
M;VX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](D%N86QY<VES(CXQ,3(N,#""H,*@PJ!2861I;W,L(%1E;&5V:7-I
M;VX@4V5T<RP@86YD(%-I;6EL87(@1&5V:6-E<RX\+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](D%N86QY<VES(CXQ
M;3(N,#+"H,*@PJ!7(@0V]N9&ET:6]N:6YG+"!2969R:6=E<F%T:6]N+"!(
M96%T:6YG+"!0=6UP:6YG+"!&:6QT97)I;F<@17%U:7!M96YT+CPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1l=BIC;&%S<STB06YA
M;'ES:7,B/C\$Q,BXP,*@PJ#"H\$-O;G-T<G5C=&EO;BI.;VES92X\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](D%N
M86QY<VES(CXQ,3(N,#3"H,*@PJ!0;W=E<F5D(\$5Q=6EP;65N="!);G1E;F1E
M9"!F;W(@4F5P971I=&EV92!5<V4@:6X@4F5S:61E;G1I86P@07)E87,@86YD
M(\$]T:&5R(\$UA8VAI;F5R>2P@17%U:7!M96YT+"!A;F0@1&5V:6-E<RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(D%N86QY<VES(CXQ,3(N,#7"H,*@PJ!-87AI;75M(\$YO:7-E(\$QE=F5L(&]F
M(%!O=V5R960@17%U:7!M96YT(&]R(%!O=V5R960@2&%N9"!4;V]L<RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(D%N86QY<VES(CXQ,3(N,#;"H,*@PJ!0;&%C97,@;V8@4'5B;&EC(\$5N=&5R
M=&%!;FUE;G0N"]D:78^/"D:78^/&1l=BIC;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"D:78^/"D
M:78^/&1l=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G
M:6XM8F]T=&]M/3\$P<'0B/L*@"D:78^/"D:78^/'-P86X@9&5P=&@](C8B
M("V/&1l=BIC;&%S<STB4V5C=&EO;B(^&1l=CX\82IN86UE/2)*1%\Q,3(N
M,#\$N(BI!9#TB2D1?,3\$R+C Q+B(@=&ET;&4](C\$Q,BXP,2XB("V^4T5#B Q
M,3(N,#\$NPJ @4D%\$24]3+"!414Q%5DE324].(%-%5%,L(\$%.1"!324U)3\$%2
M(\$1%5DE#15,N"]D:78^/"D:78^/&1l=BIC;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*@"PJ#"H#QS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF
M;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA
M>3H@:6YL:6YE.R(^*\$M96YD960@8GD@3W)D+B!.;RX@,34V+#,V,RP@169F
M+B S+S(Y+S@R+BD\+W-P86X^/"D:78^/"D:78^/&1l=BIC;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@
M/"D:78^/"D:78^/&1l=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV/L*@
MPJ#"H"AA*<@"PJ#"H\$ET('H86QL(&)E('5N;&%W9G5L(&9O<BIA;GD@<&5R
M<V]N('I=&AI;BIA;GD@>F]N92!O9BIT:&4@0VET>2IT;R!U<V4@;W(@;WIE
M<F%T92IA;GD@<F%D:6L(&UU<VEC86P@:6YS=")U;65N="P@<&AO;F]G<F%P

M:"P@=&5L979I<VEO;BIR96-E:79E<BP@;W(@;W1H97(@;6%C:&EN92!O<B!D
M979I8V4@9FJR('1H92!P<FJD=6-I;F<L(')E<')O9'5C:6YG(&JR(&%M<&QI
M9FEC871I;VX@;V8@=&AE(&AU;6%N('9O:6-E+"!M=7-I8RP@;W(@86YY(&JT
M:&5R('O=6YD+"!!;BIS=6-H(&\$@;6%N;F5R+"!A<R!T;R!D:7-T=7)B('1H
M92!P96%C92P@<75I970L(&%N9"!C;VUF;W)T(&JF(&YE:6=H8FJR(&JC8W5P
M86YT<R!O<B!A;GD@<F5A<VJN86)L92!P97)S;VX@<F5S:61I;F<@;W(@=VJR
M:VEN9R!!;B!T:&4@87)E82X!+V1I=CX!+V1I=CX!9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4J(FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ\
M+V1I=CX!+V1I=CX!9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"
MH,*@*&(IPJ#"H,*@06YY(&YO:7-E(&QE=F5L(&-A=7-E9"!B>2!S=6-H('5S
M92!O<B!O<&5R871I;VX@=VAI8V@@:7,@875D:6)L92!T;R!T:&4@:'5M86X@
M96%R(&%T(&\$@9&ES=&%N8V4@:6X@97AC97-S(&JF(#\$U,"IF965T(&9R;VT@
M=&AE('R;W!E<G1Y(&QI;F4@;V8@=&AE(&YO:7-E('O=7)C92P@=VET:&EN
M(&%N>2IR97-I9&5N=&EA;"IZ;VYE(&JF('1H92!#:71Y(&JR('I=&AI;B U
M,# @9F5E="!T:&5R96JF+"!S:&%L;"!B92!A('9I;VQA=&EO;B!O9B!T:&4@
M<')O=FES:6JN<R!O9B!T:ES('E8W1I;VXN/"JD:78^/"JD:78^/&1I=B!C
M;&%S<STB3FJR;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M87)G:6XM8FJT=&JM
M/3\$P<'0B/L*@"JD:78^/"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L
M(CX!9&EV/L*@PJ#"H"AC*@"PJ#"H\$%N>2!N;VES92!L979E;"!C875S960@
M8GD@<W5C:"!U<V4@;W(@;W!E<F%T:6JN('H:6-H(&5X8V5E9',@=&AE(&%M
M8FEE;G0@;FJ!<V4@;5V96P@;VX@=&AE('R96UI<V5S(&JF(&%N>2!O=&AE
M<B!O8V-U<&EE9"!P<FJP97)T>2P@;W(@:68@82!C;VYD;VUI;FEU;2P@87!A
M<G1M96YT(&AO=7-E+"!D=7!L97@L(&JR(&%T=&%C:&5D(&)U<VEN97-S+"!W
M:71H:6X@86YY(&%D:FJ!;FEN9R!U;FET+"!B>2!M;W)E('1H86X@9FEV92 H
M-2D@9&5C:6)E';@<VAA;&P@8F4@82!V:6JL871I;VX@;V8@=&AE('R;W9I
M<VEO;G,@;V8@=&AI<R!S96-T:6JN+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,"IT
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,"IT(C["H#PO9&EV/CPO9&EV/CQS
M<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,](E-E8W1I;VXB/CQD:78^/&\$@
M;F%M93TB2D1?,3\$R+C R+B(@:60J(DI\$7S\$Q,BXP,BXB('1I=&QE/2(Q,3(N
M,#(N(B O/E-%ORX@,3\$R+C R+L*@\$%)4B!#3TY\$251)3TY)3D<L(%)%1E))
M1T52051)3TXL(\$A%051)3D<L(%!535!)3D<L(\$9)3%1%4DE.1R!%455)4\$U%
M3E0N/"JD:78^/"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX!9&EV
M/L*@PJ#"H#QS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8FJL9#MF;VYT+7-T
M>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6JN.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^*\$%M96YD960@8GD@3W)D+B!.;RX@,34V+#,V,RP@169F+B S+S(Y
M+S@R+BD!+W-P86X^/"JD:78^/"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE
M=F5L(CX!9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@"JD:78^
M/"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX!9&EV/L*@PJ#"H"AA
M*@"PJ#"H\$ET('H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R<VJN+"!W
M:71H:6X@86YY('IO;F4@;V8@=&AE(&-I='D@=&@;W!E<F%T92!A;GD@86ER
M(&-O;F1I=&EO;FEN9RP@<F5F<FEG97)A=&EO;B!O<B!H96%T:6YG(&5Q=6EP

M;65N="IF;W(@86YY(")E<VED96YC92!O<B!O=&AE<B!S=")U8W1U<F4@;W(@
M=&\@;WIE<F%T92!A;GD@<'5M<&EN9RP@9FEL=&5R:6YG(&JR(&AE871I;F<@
M97%U:7!M96YT(&9O<B!A;GD@<&JO;"!O<B!R97-E<G9O:7(@:6X@<W5C:"!M
M86YN97(@87,@=&\@8W)E871E(&%N>2!N;VES92!W:&EC:"!W;W5L9"IC875S
M92!T:&4@;FJ!<V4@;&5V96P@;VX@=&AE("!R96UI<V5S(&JF(&%N>2!O=&AE
M<B!O8V-U<&EE9"!P<FJP97)T>2!O<B!I9B!A(&-O;F1O;6EN:75M+"!A<&%R
M=&UE;G0@:&JU<V4L(&1U<&QE>"P@;W(@871T86-H960@8G5S:6YE<W,L('=I
M=&AI;B!A;GD@861J;VEN:6YG('5N:70N=&\@97AC965D('1H92!A;6)I96YT
M(&YO:7-E(&QE=F5L(&)Y(&UO<F4@=&AA;B!F:79E("U*2!D96-I8F5L<SPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,J)(DYO<FUA;"U,979E;"(^&1I=B!S='EL
M93TB;6%R9VEN+6)O='1O;3TQ;'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,J)(DYO<FUA;"U,979E;"(^&1I=C["H,*@PJ H8BG"H,*@PJ!4:&ES('E
M8W1I;VX@<VAA;&P@;FJT(&)E(&%P<&QI8V%B;&4@=&\@96UE<F=E;F-Y('=O
M<FL@87,@9&5F:6YE9"!I;B!396-T:6JN(#\$Q,2XP,2AC*2!O9B!T:&ES(&-H
M87!T97(L(&JR('1O('!E<FEO9&EC(&UA:6YT96YA;F-E(&JR('1E<W1I;F<@
M;V8@<W5C:"!E<75I<&UE;G0@<F5A<VJN86)L>2!N96-E<W-A<GD@=&\@:6%I
M;G1A:6X@<W5C:"!E<75I<&UE;G0@:6X@9VJO9"!W;W)K:6YG(&JR9&5R+CPO
M9&EV/CPO9&EV/CQD:78@8VQA<W,J)(DYO<FUA;"U,979E;"(^&1I=B!S='EL
M93TB;6%R9VEN+6)O='1O;3TQ;'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA
M<W,J)(DYO<FUA;"U,979E;"(^&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ
M;'IT(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA
M<W,J)(E-E8W1I;VXB/CQD:78^&\$@;F%M93TB2D1?,3\$R+C S+B(@:60)(DI\$
M7S\$Q,BXP,RXB('1I=&QE/2(Q,3(N,#,N(B O/E-%ORX@,3\$R+C S+L*@\$-/
M3E-44E5#5\$E/3B!3TE312X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4J(FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"
MH,*@3FJ!<V4@9'5E('1O(&-O;G-T<G5C=&EO;B!O<B!R97!A:7(@=VJR:R!S
M:&%L;"!B92!R96=U;&%T960@87,@<')O=FED960@8GD@4V5C=&EO;B T,2XT
M;"!O9B!T:&ES(\$-O9&4N(#QS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8FJL
M9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6JN.FYO;F4[9&ES
M<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@8GD@3W)D+B!.;RX@,38Q+#4W-"P@
M169F+B Y+S@O.#8N*3PO<W!A;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4J(FUA<F=I;BUB;W1T;VTJ,3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M<W1Y;&4J(FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I=CX\<W!A
M;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S/2)396-T:6JN(CX\9&EV/CQA(&YA
M;64J)(DI\$7S\$Q,BXP-"XB(&ED/2)*1%\Q,3(N,#0N(B!T:71L93TB,3\$R+C T
M+B(@+SY314,N(#\$Q,BXP-"["H"!03U=%4D5\$(\$5154E0345.5")3E1%3D1%
M1"!&3U(@4D50151)5\$E612!54T4@24X@4D53241%3E1)04P@05)%05,@04Y\$
M(\$)42\$52(\$U!0TA)3D5262P@15%525!-14Y4+"!3D0@1\$5624-%4RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@
M/-P86X@<W1Y;&4J(F9O;G0M=V5I9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO
M<FUA;#MT97AT+6!E8VJR871I;VXZ;FJN93MD:7-P;&%Y.B!;FQI;F4[(CXH

M5&ET;&4@86YD(%-E8W1I;VX@06UE;F1E9"!B>2I/<F0N(\$YO+B Q-C\$!L-3<T
M+!"!%9F8@.2\X+S@V+BD\+W-P86X^/"D:78^/"D:78^/&1I=B!C;&%S<STB
M3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B
M/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV
M/L*@PJ#"H"AA*<@PJ#"H\$)E='E96X@=&AE(&AO=7)S(&JF(\$P.C P(' N
M;2!A;F0N(#<Z,# @82YM+B!O9BIT:&4@9FJL;&JW:6YG(&1A>2P@;F\@<&5R
M<VJN('H86QL(&JP97)A=&4@86YY(&QA=VX@;6JW97(L(&)A8VMP86-K(&)L
M;W=E<BP@;&%W;B!E9&=E<BP@<FED:6YG('1R86-T;W(L(&JR(&%N>2!O=&AE
M<B!M86-H:6YE<GDL(&5Q=6EP;65N="P@;W(@;W1H97(@;65C:&%N:6-A;"!O
M<B!E;&5C=')I8V%L(&1E=FEC92P@;W(@86YY(&AA;F0@=&JO;"!W:&EC;"!C
M<F5A=&5S(&\$@;&JU9"P@<F%U8VJU<R!O<B!;7!U;'!-F4@<VJU;F0L('=I
M=&A!;B!A;GD@<F5S:61E;G1I86P@>FJN92!O<B!W:71H:6X@-3 P(&9E970@
M;V8@82!R97-I9&5N8V4N/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L
M+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@"/"D
M:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H
MH"AB*<@PJ#"H\$5X8V5P="!A<RIT;RIT:&4@97%U:7!M96YT(&%N9"!O<&5R
M871I;VYS('P96-I9FEC86QL>2!M96YT:6JN960@86YD(')E;&%T960@96QS
M97=H97)E(&EN('1H:7,@0VAA<'1E<B!O<B!F;W(@96UE<F=E;F-Y('=O<FL@
M87,@=&AA="!T97)M(&ES(&1E9FEN960@:6X@4V5C=&EO;B Q,3\$N,#\$H9"DL
M(&%N9"!E>&-E<'0@87,@=&\@86ER8W)A9G0L('1O=RIT<F%C=&JR<RP@86ER
M8W)A9G0@875X:6QI87)Y('!O=V5R('5N:71S+"!T<F%I;G,@86YD(&UO=&JR
M('9E:&EC;&5S(&EN('1H96ER(')E<W!E8W1I=F4@;W!E<F%T:6JN<R!G;W9E
M<FYE9"!B>2!3=&%T92!O<B!F961E<F%L(')E9W5L871I;VYS+"!N;R!P97)S
M;VX@<VAA;&P@;W!E<F%T92!O<B!C875S92IT;R!B92!O<&5R871E9"!A;GD@
M;6%C:&EN97)Y+"!E<75I<&UE;G0L('1O;VQS+"!O<B!O=&AE<B!M96-H86YI
M8V%L(&JR(&5L96-T<FEC86P@9&5V:6-E+"!O<B!E;F=A9V4@:6X@86YY(&JT
M:&5R(&%C=&EV:71Y(&EN('U8V@@;6%N;F5R(&%S('1O(&-R96%T92!A;GD@
M;FJ!<V4@=VAI8V@@=VJU;&0@8V%U<V4@=&AE(&YO:7-E(&QE=F5L(&JN('1H
M92!P<F5M:7-E<R!O9B!A;GD@;W1H97(@;V-C=7!I960@<')O<&5R='DL(&JR
M+"!I9B!A(&-O;F1O;6EN:75M+"!A<&%R=&UE;G0@;&JU<V4L(&1U<&QE>"P@
M;W(@871T86-H960@8G5S:6YE<W,L('=I=&A!;B!A;GD@861J;VEN:6YG('5N
M:70L('1O(&5X8V5E9"!IT:&4@86UB:65N="!N;VES92!L979E;"!B>2!M;W)E
M('1H86X@9FEV92 H-2D@9&5C:6)E;'N/"D:78^/"D:78^/&1I=B!C;&%S
M<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P
M<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\
M9&EV/L*@PJ#"H"AC*<@PJ#"H\$YO='!-I=&AS=&%N9&EN9RIT:&4@<')O=FES
M:6JN<R!O9B!3=6)S96-T:6JN("AA*2!A8FJV92P@;F\@9V%S('!O=V5R960@
M8FQO=V5R('H86QL(&)E('5S960@=VET:&EN(#4P,"!F965T(&JF(&\$@<F5S
M:61E;F-E(&%T(&%N>71I;64NPJ @0FJT:"!T:&4@=7-E<B!O9B!S=6-H(&\$@
M8FQO=V5R(&%S('=E;&P@87,@=&AE(&EN9&EV:61U86P@=VAO(&-O;G1R86-T
M960@9FJR('1H92!S97)V:6-E<R!O9BIT:&4@=7-E<BP@:68@86YY+"!S:&%L
M;"!B92!S=6)J96-T('1O('1H92!R97%U:7)E;65N=',@;V8@86YD('!E;F%L
M='D@<')O=FES:6JN<R!F;W(@=&A!<R!O<F1I;F%N8V4NPJ @5FEO;&%T:6JN

M(&]F('1H92!P<FJV:7-I;VYS(&]F('1H:7,@<W5B<V5C=&EO;B!S:&%L;"!B
M92!P=6YI<VAA8FQE(&%S(&%N(&EN9G)A8W1I;VX@:6X@86X@86UO=6YT(&YO
M="IT;RIE>&-E960@3VYE(\$AU;F1R960@1&]L;&%R<R H)#\$P,"XP,"DL(&YO
M='I=&AS=&%N9&EN9R!T:&4@9W)A9'5A=&5D(&9I;F5S('E="!F;W)T:"!I
M;B!;+D\$N32Y#+B#"IR Q,2XP,"AM*2X@/'-P86X@<W1Y;&4](F9O;G0M=V5I
M9VAT.B!B;VQD.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8VJR871I;VXZ
M;F]N93MD:7-P;&%Y.B!!;FQI;F4[(CX@*\$%M96YD960@8GD@3W)D+B!.;RX@
M,3<Q+#+@Y,"P@169F+B R+S\$S+SDX+BD\+W-P86X^/"D:78^/"D:78^/&1I
M=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT
M=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE
M=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L*@"/"D:78^
M/"D:78^/-P86X@9&5P=&@](C8B("V/&1I=B!C;&%S<STB4V5C=&EO;B(^
M/&1I=CX\82!N86UE/2)*1%\Q,3(N,#4N(B!I9#TB2D1?,3\$R+C U+B(@=&ET
M;&4](C\$Q,BXP-2XB("V^4T5#+B Q,3(N,#4NPJ @34%824U532!.3TE312!,
M159%3"!/1B!03U=%4D5\$(\$5154E0345.5"!/4B!03U=%4D5\$(\$A!3D0@5\$]/
M3%,N/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV
M/L*@"PJ#"H#QS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8F]L9#MF;VYT+7-T
M>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N.FYO;F4[9&ES<&QA>3H@:6YL
M:6YE.R(^*\$%M96YD960@8GD@3W)D+B!.;RX@,38Q+#4W-"P@169F+B Y+S@O
M.#8N*3PO<W!A;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT];3!P="(^PJ \+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@0F5T
M=V5E;B!T:&4@-&]U<G,@;V8@-SHP,"IA+FTN(&%N9" Q,#HP,"IP+FTN+"!I
M;B!A;GD@<F5S:61E;G1186P@>F]N92!O9B!T:&4@0VET>2!O<B!W:71H:6X@
M-3 P(&9E970@=&AE<F5O9BP@;FV@<&5R<V]N('H86QL(&]P97)A=&4@;W(@
M8V%U<V4@=&\@8F4@;W!E<F%T960@86YY('!O=V5R960@97%U:7!M96YT(&]R
M('!O=V5R960@:&%N9"IT;V]L('1H870@<')O9'5C97,@82!M87A!;75M(&YO
M:7-E(&QE=F5L(&5X8V5E9&EN9R!T:&4@9F]L;&]W:6YG(&YO:7-E(&QI;6ET
M<R!A="!A(&1I<W1A;F-E(&]F(#4P(&9E970@=&AE<F5F<F]M.CPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R
M9VEN+6)O='1O;3TQ;'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/L*@"PJ#"H"AA*<@"PJ#"H#<U
M9\$(H02D@9FJR(&-O;G-T<G5C=&EO;BP@:6YD=7-T<FEA;"P@86YD(&%G<FEC
M=6QT=7)A;"!M86-H:6YE<GD@:6YC;'5D:6YG(&-R87=L97(M=')A8W1O<G,L
M(&1O>F5R<RP@<FJT87)Y(&1R:6QL<R!A;F0@875G97)S+"!L;V%D97)S+"!P
M;W=E<B!S:&]V96QS+"!C<F%N97,L(&1E<G)I8VMS+"!M;W1O<B!G<F%D97)S
M+"!P879I;F<@:&6%C:&EN97,L(&]F9BUH:6=H=V%Y('1R=6-K<RP@9&ET8VAE
M<G,L('1R96YC:&5R<RP@8V]M<&%C=&]R<RP@<V-R87!E<G,L('=A9V]N<RP@
M<&%V96UE;G0@8G)E86ME<G,L(&-O;7!R97-S;W)S(&%N9"IP;F5U;6%T:6@
M;W(@;W1H97(@<&]W97)E9"!E<75I<&UE;G0["D:78^/"D:78^/&1I=B!C
M;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&]M
M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L
M(CX\9&EV(&-L87-S/2).;B(^PJ#"H,*@*&(IPJ#"H,*@-S5D0BA!*"2!F;W(@

M<&JW97)E9"!E<75I<&UE;G0@;V8@,C @2% @;W(@;&5S<R!!;G1E;F1E9"!F
M;W(@:6YF<F5Q=65N="!U<V4@:6X@<F5S:61E;G1I86P@87)E87,L(&EN8VQU
M9&EN9RIC:&%I;B!S87=S+"!L;V<@8VAI<'!E<G,@86YD('!O=V5R960@:&%N
M9"!T;VJL<SL\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78@<W1Y;&4J(FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ\+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,J(DPR(C["
MH,*@PJ H8RG"H,*@PJ V-61"*\$\$(&9O<B!P;W=E<F5D(&5Q=6EP;65N="!!
M;G1E;F1E9"!F;W(@<F5P971I=&EV92!U<V4@:6X@<F5S:61E;G1I86P@87)E
M87,L(&EN8VQU9&EN9R!L87=N(&UO=V5R<RP@8F%C:W!A8VL@8FQO=V5R<RP@
M<VUA;&P@:&%W;B!A;F0@9V%R9&5N('!O;VQS(&%N9"!R:61I;F<@=')A8W1O
M<G,[/]D:78^"/]D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV
M('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@[/]D:78^"/]D:78^/&1I
M=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV/L*@[PJ#H%1H92!N;VES92!L
M:6UI=,@9FJR('!A<G1I8W5L87(@97%U:7!M96YT(&QI<W1E9"!A8FJV92!!
M;B H82DL("AB*2!A;F0@*&,I('H86QL(&)E(&1E96UE9"!T;R!B92!S=7!E
M<G-E9&5D(&%N9"!R97!L86-E9"!B>2!N;VES92!L:6UI=,@9FJR('U8V@@
M97%U:7!M96YT(&9R;VT@86YD(&%F=&5R('1H96ER(&5S=&%B;&ES:&UE;G0@
M8GD@9FEN86P@<F5G=6QA=&EO;G,@861O<'1E9"!B>2!T:&4@1F5D97)A,"!%
M;G9I<FJN;65N=&%L(%!R;W1E8W1I;VX@06=E;F-Y(&%N9"!P=6)L:7-H960@
M:6X@=&AE(\$9E9&5R86P@4F5G:7-T97(N"/]D:78^"/]D:78^/&1I=B!C;&%S
M<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P
M<'0B/L*@[/]D:78^"/]D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\
M9&EV/L*@[PJ#H%-A:60@;FJ!<V4@;&EM:71A=&EO;G,@<VAA;&P@;FJT(&%P
M<&QY('H97)E(&-O;7!L:6%N8V4@=&AE<F5W:71H(&ES('1E8VAN:6-A;&QY
M(&EN9F5A<VEB;&7"H"!4:&4@8G5R9&5N(&JF('!R;W9I;F<@=&AA="!C;VUP
M;&EA;F-E(&ES('1E8VAN:6-A;&QY(&EN9F5A<VEB;&4@<VAA;&P@8F4@=7!O
M;B!T:&4@<&5R<VJN(&JR('!E<G-O;G,@8VAA<F=E9"!W:71H(&\$@=FEO;&%T
M:6JN(&JF('1H:7,@<V5C=&EO;BX@5&5C:&YI8V%L(&EN9F5A<VEB:6QI='D@
M<VAA;&P@;65A;B!T:&%T('A:60@;FJ!<V4@;&EM:71A=&EO;G,@8V%N;FJT
M(&)E(&-O;7!L:65D('I=&@@@9&5S<&ET92!T:&4@=7-E(&JF(&UU9F9L97)S
M+"!S:&EE;&1S+"!S;W5N9"!B87)R:65R<R!A;F0O;W(@;W1H97(@;FJ!<V4@
M<F5D=6-T:6JN(&1E=FEC92!O<B!T96-H;FEQ=65S(&1U<FEN9R!T:&4@;W!E
M<F%T:6JN(&JF('1H92!E<75I<&UE;G0N"/]D:78^"/]D:78^/&1I=B!C;&%S
M<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P
M<'0B/L*@[/]D:78^"/]D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\
M9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@[/]D:78^"/]D:78^
M/'-P86X@9&5P=&@J(C8B("^\&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=CX\
M82!N86UE/2)*1%\Q,3(N,#8N(B!I9#TB2D1?,3\$R+C V+B(@=&ET;&4J(C\$Q
M,BXP-BXB("^\4T5#B Q,3(N,#8NPJ @4\$Q!0T53(\$J(&%!50DQ)0R!%3E1%
M4E1!24Y-14Y4+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,J(DYO<FUA;"U,979E
M;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='!O;3TQ;'!T(C["H#PO9&EV/CPO
M9&EV/CQD:78@8VQA<W,J(DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!)"!S
M:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('!E<G-O;B!T;R!O<&5R871E+"!P

M;&%Y+"!O<B!T;R!P97)M:70@=&AE(&J!P97)A=&EO;B!O<B!P;&%Y:6YG(&JF
M(&%N>2!R861!;RP@=&5L979I<VEO;B!R96-E:79E<BP@<&AO;F!JG<F%P:"P@
M;75S:6-A;"!;G-T<G5M96YT+"!S;W5N9"!A;7!L:69Y:6YG(&5Q=6EP;65N
M="P@;W(@<VEM:6QA<B!D979I8V4@=VAI8V@@<')O9'5C97,L(')E<')O9'5C
M97,L(&J!R(&%M<&Q!9FEE<R!S;W5N9"!I;B!A;GD@<&QA8V4@;V8@<'5B;&EC
M(&5N=&5R=&%!;FUE;G0@870@82!S;W5N9"!L979E;"!G<F5A=&5R('!H86X@
M.35D0BA!*2!A="!A;GD@<&J!;G0@=&AA="!I<R!N;W)M86QL>2!O8V-U<&EE
M9"!B>2!A(&-U<W1O;65R+"!U;FQE<W,@82!C;VYS<&EC=6!U<R!A;F0@;&5G
M:6)L92!S:6=N(&ES(&QO8V%T960@;W5T<VED92!S=6-H("!L86-E+"!N96%R
M(&5A8V@@<'5B;&EC(&5N=")A;F-E+"!S=&%T:6YG.CPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,)(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O
M='!O;3TQ;'!T(C!"H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,)(DYO<FUA;"U,
M979E;"(^/&1I=CX!9&EV('T>6QE/2)T97AT+6%L:6=N.F-E;G1E<CLB/N*
MG%!=!4DY)3D<ZPJ @4T!53D0@3\$5614Q3(%=)5\$A)3B!-05D@0T%54T4@2\$5!
M4DE.1R!)35!!25)-14Y4+N* G2 \+V1I=CX!\+V1I=CX!\+V1I=CX!9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4)(FUA<F=I;BUB;W1T;VTJ
M,3!P="(^PJ \+V1I=CX!\+V1I=CX!9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78^*%\$D9&5D(&)Y(\$!R9"X@3F!N(#\$U-BPS-C,L(\$5F9BX@,R!R.2!X
M,BX!/"!D:78^/"!D:78^/&1I=B!C;&%S<STB3F!R;6%L+4QE=F5L(CX!9&EV
M('T>6QE/2)M87)G:6XM8F!T=&J!M/3\$P<'0B/L*@"!/"!D:78^/"!D:78^/&1I
M=B!C;&%S<STB3F!R;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M87)G:6XM8F!T
M=&J!M/3\$P<'0B/L*@"!/"!D:78^/"!D:78^/&1I=B!C;&%S<STB3F!R;6%L+4QE
M=F5L(CX!9&EV('T>6QE/2)M87)G:6XM8F!T=&J!M/3\$P<'0B/L*@"!/"!D:78^
M/"!D:78^/-P86X@9&5P=&@)(C,B("!"^/&1I=B!C;&%S<STB07)T:6-L92(^
M/&1I=CX!82!N86UE/2)*1%#;3%!;R(@:60)(DI\$7T,Q,4\$S(B!T:71L93TB
M0S\$Q03,B("!"^05)424-,12 S/&)R("!"^4T%.251!4ED@3U!%4D%424!/"!D
M:78^/"!D:78^/&1I=B!C;&%S<STB3F!R;6%L+4QE=F5L(CX!9&EV('T>6QE
M/2)M87)G:6XM8F!T=&J!M/3\$P<'0B/L*@"!/"!D:78^/"!D:78^/&1I=B!C;&%S
M<STB3F!R;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M87)G:6XM8F!T=&J!M/3\$P
M<'0B/L*@"!/"!D:78^/"!D:78^/&1I=B!C;&%S<STB3F!R;6%L+4QE=F5L(CX!
M9&EV(&-L87-S/2)!;F%L>7-!<R(^4V5C=&EO;CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,)(DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB06YA;'ES:7,B/C\$Q
M,RXP,<*"@PJ#"H%)U8F)I<V@@86YD(\$=A<F)A9V4@0V!L;&5C=&EO;B!A;F0@
M1&ES<&J!S86PN/"!D:78^/"!D:78^/&1I=B!C;&%S<STB3F!R;6%L+4QE=F5L
M(CX!9&EV('T>6QE/2)M87)G:6XM8F!T=&J!M/3\$P<'0B/L*@"!/"!D:78^/"!D
M:78^/&1I=B!C;&%S<STB3F!R;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M87)G
M:6XM8F!T=&J!M/3\$P<'0B/L*@"!/"!D:78^/"!D:78^/-P86X@9&5P=&@)(C8B
M("!"^/&1I=B!C;&%S<STB4V5C=&EO;B(^/&1I=CX!82!N86UE/2)*1%\Q,3,N
M,\$#N(B!I9#TB2D1?,3\$S+C Q+B(@=&ET;&4)(C\$Q,RXP,2XB("!"^4T5#&+B Q
M,3,N,\$#NPJ @4E5"0DE32"!3D0@1T%20D%'12!#3TQ,14-424].(\$%.1"!\$
M25-03U-I3"X!\+V1I=CX!\+V1I=CX!9&EV(&-L87-S/2).;W)M86PM3&5V96PB
M/CQD:78^PJ#"H,*@"!/-P86X@<W1Y;&4)(F9O;G0M=V5I9VAT.B!B;VQD.V9O
M;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V!R871I;VXZ;F!N93MD:7-P;&%Y

M.BII;FQI;F4[(CXH06UE;F1E9"IB>2I/<F0N(\$YO+B Q-C\$-3<T+"!%9F8N
M(#DO."X-BXI/"JS<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^/&1I=B!S=EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO
M9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@
MPJ!)"IS:&%L;"IB92IU;FQA=V9U;"IF;W(@86YY('IE<G-O;B!E;F=A9V5D
M(&EN('1H92!B=7-I;F5S<RIO9BIC;VQL96-T:6YG(&]R(&1I<W!O<VEN9RIO
M9BIR=6)B:7-H(&]R(&=A<F)A9V4@=&@\@;W!E<F%T92!A;GD@<F5F=7-E(&1I
M<W!O<V%L('1R=6-K+"IP87)K:6YG(&QO="IS=V5E<&5R+"!O<BIV86-U=6T@
M=')U8VLL(&]R('1O(&-O;&QE8W0L(&QO860L('!I8VL@=7 L('1R86YS9F5R
M+"!U;FQO860L(&1U;7 L(&1I<V-A<F0L('!W965P+"!V86-U=6TL(&]R(&1I
M<W!O<V4@;V8@86YY(')U8F)I<V@@;W(@9V%R8F%G92P@87,@<W5C:"!T97)M
M<R!A<F4@9&5F:6YE9"II;B!396-T:6]N(#8V+C P(&]F('1H:7,@0V]D92P@
M=VET:&EN(#P,"IF965T(&]F(&%N>2IR97-I9&5N=&EA;"!B=6EL9&EN9R!B
M971W965N('1H92!H;W5R<RIO9B Y.C P(' N;2X@86YD(#8Z,# @82YM+B!O
M9B!T:&4@9F]L;&]W:6YG(&1A>2P@=6YL97-S(&\$@<&5R;6ET('1H97)E9F]R
M92!H87,@8F5E;B!D=6QY(&]B=&%!;F5D(&)E9F]R96AA;F0@9G)O;2!T:&4@
M0FJA<F0@;V8@4&]L:6-E(\$-O;6UI<W-I;VYE<G,N")D:78^"]D:78^/&1I
M=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('!T>6QE/2)M87)G:6XM8FJT
M=&]M/3\$P<'0B/L*@""]D:78^"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV/L*@"PJ#"H%1H92!S=&%N9&%R9',@=VAI8V@@<VAA;&P@8F4@
M8V]N<VED97)E9"II;B!D971E<FUI;FEN9R!W:&5T:&5R(&\$@<&5R;6ET('!H
M86QL(&)E(&=R86YT960@87)E('1H92!F;VQL;W=I;F<Z"]D:78^"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('!T>6QE/2)M87)G:6XM
M8FJT=&]M/3\$P<'0B/L*@""]D:78^"]D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*@*&\$IPJ#"H,*@5VAE=&AE
M<B!T:&4@=VJR:RIT;RIB92!D;VYE(&ES(&EN('1H92!P=6)L:6,@:6YT97)E
M<W0L(&]R/""]D:78^"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('!T>6QE/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L*@""]D:78^"]D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H
MH,*@*&(IPJ#"H,*@5VAE=&AE<B!T:&4@87!P;&EC86YT('!O=6QD('!U9F9E
M<B!H87)D<VAI<"P@:6YJ=7-T:6-E(&]R(&1E;&%Y(&EF('1H92!P97)M:70@
M=V5R92!N;W0@9W)A;G1E9"P@;W(\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(C["H,*@PJ H8RG"H,*@PJ!7:&5T:&5R(&9U96P@8V]N<V5R
M=F%T:6]N('!O=6QD('!E<W5L="!I9B!T:&4@<&5R;6ET('!E<F4@:7-S=65D
M+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!;R!P97)M:70@<VAA
M;&P@8F4@<F5Q=6ER960@=&@\@<&5R9F]R;2!E;65R9V5N8WD@=VJR:RIA<R!D
M969!F5D(&EN(%-E8RX@,3\$Q+C Q*&,I(&]F('1H:7,@8VAA<'1E<BX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S

M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P
M="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD
M:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\
M<WIA;B!D97IT:#TB,R(@+SX\9&EV(&-L87-S/2)!<G1I8VQE(CX\9&EV/CQA
M(&YA;64](DI\$7T,Q,4\$T(B!I9#TB2D1?0S\$Q030B('1I=&QE/2)#,3%I-"(@
M+SY!4E1)0TQ%(#0\8G(@+SY614A)0TQ%4SPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ
M,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=BIC;&%S<STB06YA;'ES
M:7,B/E-E8W1I;VX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@8VQA<W,](D%N86QY<VES(CXQ,30N,#"H,*@PJ!696A!8VQE
M(%)E<&%I<G,N/"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^,3\$T+C RPJ#"H,*@36]T;W(@1')I
M=F5N(%9E:&EC;&5S+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^&1I=BIC;&%S<STB06YA;'ES:7,B/C\$Q-"XP,*"@PJ#"H%9E:&EC
M;&5S(* DR!;;V%D:6YG(&%N9"i5;FQO861I;F<N/"D:78^/"D:78^/&1I
M=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^
M,3\$T+C TPJ#"H,*@075D:6)L92!3:6=N86QI;F<@1&5V:6-E<RX\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](D%N
M86QY<VES(CXQ,30N,#7"H,*@PJ!!=61I8FQE(\$%D=F5R=&ES:6YG(\$1E=FEC
M97,@XH"3(\$-O;6UE<F-I86P@1F]O9"i696YD;W)S+CPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=BIC;&%S<STB06YA;'ES:7,B
M/C\$Q-"XP-L*"@PJ#"H%9E:&EC;&4@5&AE9G0@06QA<FT@4WES=&5M<RX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(D%N86QY<VES(CXQ,30N,#7"H,*@PJ!!=61I8FQE(%-T871U<R!);F1I8V%T
M;W(\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T
M;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\<WIA;B!D97IT:#TB-B(@+SX\9&EV
M(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI\$7S\$Q-"XP,2XB(&ED
M/2)*1%IQ,30N,#\$N(BIT:71L93TB,3\$T+C Q+B(@+SY314,N(\$Q-"XP,2["
MH"!614A)0TQ%(%)%4\$%)4E,N/"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV/L*"@PJ#"H#QS<&%N('T>6QE/2)F;VYT+7=E:6=H
M=#H@8F]L9#MF;VYT+7-T>6QE.BIN;W)M86P[=&5X="UD96-O<F%T:6]N.FYO
M;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%M96YD960@8GD@3W)D+B!.;RX@,34V
M+;,V,RP@169F+B S+S(Y+S@R+BD\+W-P86X^/"D:78^/"D:78^/&1I=BIC
M;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&]M
M/3\$P<'0B/L*"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV/L*"@PJ#"H\$ET('H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R
M<V]N+"!W:71H:6X@86YY(')E<VED96YT:6%L('!R;W!E<G1Y(&QO8V%T960@
M=VET:&EN(&%N>2IR97-I9&5N=&EA;"!Z;VYE(&JF('1H92!#:71Y(&]R('=I
M=&AI;B U,# @9F5E="IT:&5R96]F+"!IT;R!R97!A:7(L(')E8G5I;&0L(')E

M8VJN<W1R=6-T(&JR(&1I<VUA;G1L92IA;GD@;6JT;W(@=F5H:6-L92IB971W
M965N('1H92IH;W5R<RIO9B X.C P(' N;2X@;V8@;VYE(&1A>2IA;F0@.#HP
M;"IA+FTN(&JF('1H92IN97AT(&1A>2II;BIS=6-H(&UA;FYE<CH\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VTJ,3IP="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H82G"H,*@PJ!4
M:&%T(&\$@<F5A<VJN86)L92!P97)S;VX@<F5S:61I;F<@:6X@=&AE(&%R96\$@
M:7,@8V%U<V5D(&1I<V-O;69O<G0@;W(@86YN;WEA;F-E.SPO9&EV/CPO9&EV
M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=BIS='EL93TB;6%R9VEN
M+6)O='1O;3TQ;'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA
M;"U,979E;"(^&1I=BIC;&%S<STB3#(B/L*@PJ#"H"AD*<*@PJ#"H%1H870@
M<W5C:"IA8W1I=FET>2II<RIA=61I8FQE('1O('1H92IH=6UA;BIE87(@870@
M82ID:7-T86YC92II;BIE>&-E<W,@;V8@,34P(&9E970@9G)O;2IT:&4@<')O
M<&5R='D@;&EN92!O9BIT:&4@;FJI<V4@<VJU<F-E.SPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=BIS='EL93TB;6%R9VEN+6)O
M='1O;3TQ;'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^&1I=BIC;&%S<STB3#(B/L*@PJ#"H"AC*<*@PJ#"H\$%S('1O(&-R
M96%T92IA;GD@;FJI<V4@=VAI8V@@=VJU;&0@8V%U<V4@=&AE(&YO:7-E(&QE
M=F5L(&JN('1H92IP<F5M:7-E<RIO9BIA;GD@;V-C=7II960@<F5S:61E;G1I
M86P@<')O<&5R='DL(&JR(&EF(&\$@8VJN9&JM:6YI=6TL(&%P87)T;65N="IH
M;W5S92!O<BID=7IL97@L('I=&AI;BIA;GD@861J;VEN:6YG('5N:70L('1O
M(&5X8V5E9"IT:&4@86UB:65N="IN;VES92!L979E;"IB>2IM;W)E('1H86X@
M9FEV92 H-2D@9&5C:6)E;'N"JD:78^"JD:78^&1I=BIC;&%S<STB3FJR
M:6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@
M/"JD:78^"JD:78^&1I=BIC;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T
M>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@/"JD:78^"JD:78^/-P86X@
M9&5P=&@](C8B("^\&1I=BIC;&%S<STB4V5C=&EO;B(^&1I=CX\82IN86UE
M/2)*1%IQ,30N,#(N(B!I9#TB2D1?,3\$T+C R+B(@=&ET;&4](C\$Q-"XP,BXB
M("^\4T5#B Q,30N,#(NPJ @34J43U(@1%))5D5.(%9%2\$E#3\$53+CPO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I=C["H,*@PJ \
M<WIA;BIS='EL93TB9FJN="UW96EG:'0Z(&)O;&0[9FJN="US='EL93H@;FJR
M:6%L.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/BA!
M;65N9&5D(&)Y(\$JR9"X@3FW(#\$U-BPS-C,L(\$5F9BX@,RIR.2X,BXI/"JS
M<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^&1I
M=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ;'IT(C["H#PO9&EV/CPO9&EV/CQD
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M="IS:&%L;"IB92IU;FQA=V9U;"IF;W(@86YY('IE<G-O;BIT;RIU;G)E87-O
M;F%B;'D@;WIE<F%T92IA;GD@;6JT;W(@9)I=F5N('9E:&EC;&4@=7!O;BIA
M;GD@<')O<&5R='D@=VET:&EN('1H92I#:71Y(&JR('1O('5N<F5A<VJN86)L
M>2IA8V-E;&5R871E('1H92IE;F=I;F4@;V8@86YY('9E:&EC;&4L(&JR('5N
M<F5A<VJN86)L>2IS;W5N9"P@8FQO=RIO<BIO<&5R871E('1H92IH;W)N(&JR
M(&JT:'&5R('A<FYI;F<@9&5V:6-E(&JF('U8V@@=F5H:6-L92II;BIS=6-H
M(&UA;FYE<CH\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB

M/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3IP="(^PJ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["
MH,*@PJ Q+L* @PJ#"H\$%S('1O(&1<W1U<F(@=&AE('IE86-E+"!Q=6EE="IA
M;F0@8V]M9F]R="!O9B!A;GD@;F5I9VAB;W)H;V]D(&]R(&]F(&%N>2!R96%S
M;VYA8FQE('IE<G-O;B!R97-I9&EN9R!;B!S=6-H(&%R96\$ \+V1I=CX\+V1I
M=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I
M;BUB;W1T;VT],3IP="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ R+L* @PJ#"H%1H870@
M<W5C:"!A8W1I=FET>2!<R!A=61I8FQE('1O('1H92!H=6UA;B!E87(@870@
M82ID:7-T86YC92!;B!E>&-E<W,@;V8@,34P(&9E970@9G)O;2!T:&4@<')O
M<&5R='D@;&EN92!O9BIT:&4@;F]I<V4@<V]U<F-E.SPO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O
M='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!C;&%S<STB3#(B/L* @PJ#"H#,NPJ#"H,*@07,@=&\@8W)E
M871E(&%N>2!N;VES92!W:&EC:"!W;W5L9"!C875S92!T:&4@;F]I<V4@;&5V
M96P@;VX@=&AE('IR96UI<V5S(&]F(&%N>2!O8V-U<&EE9"IR97-I9&5N=&EA
M;"!P<F]P97)T>2P@;W(@:68@82!C;VYD;VUI;FEU;2P@87!A<G1M96YT(&AO
M=7-E(&]R(&1U<&QE>"P@=VET:&EN(&%N>2!A9&IO:6Y!;F<@=6YI="P@=&\@
M97AC965D('1H92!A;6)I96YT(&YO:7-E(&QE=F5L(&)Y(&UO<F4@=&AA;B!F
M:79E("@U*2!D96-I8F5L<RX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3IP="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H
MH,*@*&(IPJ#"H,*@5&AI<R!S96-T:6]N('H86QL(&YO="!B92!A<!L:6-A
M8FQE('1O(&%N>2!V96AI8VQE('=H:6-H(&ES(&]P97)A=&5D('5P;VX@86YY
M('!U8FQI8R!H:6=H=V%Y+"!S=')E970@;W(@<FEG:'0M;V8M=V%Y(&]R('1O
M('1H92!O<&5R871!;VX@;V8@86YY(&]F9BUH:6=H=V%Y('9E:&EC;&4@=&\@
M=&AE(&5X=&5N="!!<R!R96=U;&%T960@:6X@=&AE(%9E:&EC;&4@0V]D
M92X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M<W1Y;&4](FUA<F=I;BUB;W1T;VT],3IP="(^PJ \+V1I=CX\+V1I=CX\9&EV
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M(&-L87-S/2)396-T:6]N(CX\9&EV/CQA(&YA;64](DI\$7S\$Q-"XP,RXB(&ED
M/2)*1%Q,30N,#,N(B!T:71L93TB,3\$T+C S+B(@+SY314,N(#\$Q-"XP,R["
MH"!614A)0TQ%4R#B@),@3\$]!1\$E.1R!!3D0@54Y,3T%\$24Y'+CPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ \<W!A
M;B!S='EL93TB9F]N="UW96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L
M.W1E>'0M9&5C;W)A=&EO;CIN;VYE.V1I<WIL87DZ(&EN;&EN93LB/BA!;65N
M9&5D(&)Y(\$]R9"X@3FIN(\$V-BPU,30L(\$F9BX@,2!R-"Y,2XI"/]S<&%N
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ,'!T(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ H82G"H,*@PJ!)"!S
M:&%L;"!B92!U;FQA=V9U;"!F;W(@86YY('IE<G-O;BP@8F5T=V5E;B!T:&4@
M:&]U<G,@;V8@,3 Z,# @<"YM+B!A;F0@-SHP,"!A+FTN(&]F('1H92!F;VQL

M;W=I;F<@9&%Y+"IT;RIL;V%D(&JR('5N;&JA9"!A;GD@=F5H:6-L92P@;W(@
M;WIE<F%T92!A;GD@9&JL; &EE<RP@8V%R='L(&9O<FML:69T<RP@;W(@;W1H
M97(@=VAE96QE9"IE<75!<&UE;G0L('=H:6-H(&-A=7-E<R!A;GD@:6UP=6QS
M:79E('O=6YD+"!R875C;W5S(&JR('5N;F5C97-S87)Y(&YO:7-E('I=&AI
M;B R,# @9F5E="!O9B!A;GD@<F5S:61E;G1I86P@8G5I;&1I;F<N/"JD:78^
M/"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M
M87)G:6XM8FJT=&JM/3\$P<'0B/L*@"JD:78^/"JD:78^/&1I=B!C;&%S<STB
M3FJR;6%L+4QE=F5L(CX!9&EV/L*@"PJ#"H"AB*<*"@PJ#"H\$ER<F5S<&5C=&EV
M92!O9B!T:&4@<')O=FES:6JN<R!O9B!3=6)S96-T:6JN("AA*2P@;&JA9&EN
M9R!O<B!U;FQO861I;F<@;V8@=F5H:6-L97,@;V8@=&AE('1Y<&4@;V8@86-T
M:79I='D@<F5F97)R960@=&\@:6X@4W5B<V5C=&EO;B H82D@;6%Y(&JC8W5R
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M(&JF('1H92IS86UE(&1A>2!P=7)S=6%N="!T;R!A('!IE<FUI="!I<W-U960@
M8GD@=&AE(\$1E<&%R=&UE;G0@;V8@5')A;G-P;W)T871I;VX@:6X@86-C;W)D
M86YC92!W:71H(&\$@8G5S:6YE<W,@<')O9W)A;2!A<R!D969I;F5D(&)Y('A
M:60@9&5P87)T;65N="!"H"!4:&ES('!IE<FUI="!IP<FJG<F%M('=O=6QD(&)E
M(&QI;6ET960@=&\@=&AE(&%R96\$@8FJU;F1E9"!B>2!797-T97)N(\$%V96YU
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M(&)E(&ES<W5E9"!T;R!H:6=H+6YO:7-E(&)U<VEN97-S97,@<W5C:"!A<R!T
M<F%S:"!P:6-K=7 N/"JD:78^/"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE
M=F5L(CX!9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@"JD:78^
M/"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M
M87)G:6XM8FJT=&JM/3\$P<'0B/L*@"JD:78^/"JD:78^/-P86X@9&5P=&@]
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M+B Q,30N,#0NPJ @055\$24),12!324=.04Q)3D<@1\$5624-%4RX\+V1I=CX\
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M960@8GD@3W)D+B!;RX@,38Q+#4W-"P@169F+B Y+S@O.#8N*3PO<W!A;CX\
M+V1I=CX!+V1I=CX!9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y
M;&4J(FUA<F=I;BUB;W!T;VTJ,3!P="(^PJ \+V1I=CX!+V1I=CX!9&EV(&-L
M87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@270@<VAA;&P@8F4@=6YL
M87=F=6P@9FJR(&%N>2!P97)S;VXL('=I=&AI;B!A;GD@<F5S:61E;G1I86P@
M>FJN92!O9B!T:&4@0VET>2!O<B!W:71H:6X@-3 P(&9E970@=&AE<F5O9BP@
M=&\@<VJU;F0L(&)L;W<L(&JR(&JP97)A=&4@86YY(&%U9&EB;&4@<VEG;F%L
M:6YG(&1E=FEC92P@:6YC;'5D:6YG('E<75E;G1I86P@86ER:&JR;G,@;W(@
M96QE8W1R;VYI8V%L;'D@;WIE<F%T960@=F5H:6-U;&%R(&QO=60@<WIE86ME
M<B!M=7-I8R!D979I8V5S+"!W:&EC:"!C86X@8F4@:&5A<F0@9FJR(&\$@9&ES
M=&%N8V4@9W)E871E<BIT:&%N(#P,"!F965T(&9O<B!A;GD@<'5R<&JS92["
MH"!6:6JL871I;VX@;V8@=&AI<R!S96-T:6JN('H86QL(&-O;G-T:71U=&4@

M86X@:6YF<F%C=&EO;L*@(%1H:7,@<V5C=&EO;B!D;V5S(&YO="!A9&1R97-S
M(&AO<FX@;W(@=V%R;FEN9R!D979I8V5S(")E9W5L871E9"!!;B!!<G1I8VQE
M(#\$@;V8@0VAA<'1E<B U(&JF(\$1I=FES:6JN(#\$R(&JF('1H92!696AI8VQE
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M3W)D+B!.;RX@,38U+C\$Y,2P@169F+B Q,"R,R\X.2XI/"J]S<&%N/CPO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB
M;8%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT
M(C["H#PO9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,]
M(E-E8W1I;VXB/CQD:78^/&\$@;F%M93TB2D1?,3\$T+C U+B(@:60](DI\$7S\$Q
M-"XP-2XB('1I=&QE/2(Q,30N,#4N(B O/E-%0RX@,3\$T+C U+L*@\$%51\$E"
M3\$4@041615)425-)3D<@1\$5624-%4R#B@),@0T]-34520TE!3"!&3TJ](\$%9%
M3D1/4E,N"/]D:78^/"J]D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\
M9&EV/L* @PJ#"H#QS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@8FJL9#MF;VYT
M+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6JN.FYO;F4[9&ES<&QA>3H@
M:6YL:6YE.R(^*\$%D9&5D(&)Y(\$)R9"X@3F\N(\$\$V-"PU,S(L(\$5F9BX@-"R
M,"X.2XI/"J]S<&%N/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!
M;W1W:71H<W1A;F1I;F<@=&AE('R;W9I<VEO;G,@;V8@4V5C=&EO;B Q,30N
M,#0L(&ET('H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R<VJN+"IT;R!S
M;W5N9"P@8FQO=R!O<B!O<&5R871E(&%N>2!M=7-I8RP@8VAI;65S(&)R(&)E
M;&QS+"!O<B!A;GD@<VEM:6QA<B!S;W5N9"!D979I8V4L(&%M<&QI9FEE9"!O
M<B!O=&AE<G=&I<V4L('I=&AI;B R,# @9F5E="!O9B!A;GD@<F5S:61E;G1I
M86P@8G5I;&1I;F<@8F5T=V5E;B!T:&4@;&JU<G,@;V8@.3HP,"!P+FTN(&%N
M9" W.C P(&\$N;2X@=&AE(&YE>'0@9&%Y('=H:6QE(&JP97)A=&EN9R!A(&-A
M=&5R:6YG('1R=6-K+"!A<R!T:&%T('1E<FT@:7,@9&5F:6YE9"!!;B!396-T
M:6JN(#@P+C<S(&JF('1H92!-6YI8VEP86P@0VJD92X\+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB
M;W1T;VT],3IP="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM
M3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3IP="(^PJ \+V1I
M=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S/2)396-T:6JN
M(CX\9&EV/CQA(&YA;64](DI\$7S\$Q-"XP-BXB(&ED/2)*1%\Q,30N,#8N(B!T
M:71L93TB,3\$T+C V+B(@+SY314,N(#\$Q-"XP-B["H"!614A)0TQ%(%1(1494
M(\$%,05)-(%-94U1%35,N"/]D:78^/"J]D:78^/&1I=B!C;&%S<STB3FJR;6%L
M+4QE=F5L(CX\9&EV/L* @PJ#"H#QS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@
M8FJL9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6JN.FYO;F4[
M9&ES<&QA>3H@:6YL:6YE.R(^*\$%9O<FUE<B!396,N(#\$Q-"XP-2P@4F5N=6UB
M97)E9"!B>2!/<F0N(\$YO+B Q-C0L-3,R+"!%9F8N(#0O,C O.#DN*3PO<W!A
M;CX\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@

M<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78^PJ#"H,*@270@<VAA;&P@8F4@
M=6YL87=F=6P@9FJR(&%N>2!P97)S;VX@=&\@:6YS=&%L;"P@;WIE<F%T92!O
M<B!U<V4@86YY('9E:&EC;&4@=&AE9G0@86QA<FT@<WES=&5M('1H870@96UI
M=',@;W(@8V%U<V5S('1H92!E;6ES<VEO;B!O9B!A;B!A=61I8FQE('O=6YD
M+"!W:&EC:"!<R!N;W0L(&J)R(&1O97,@;F)T(&)E8VJM92P@875T;VUA=&EC
M86QL>2!A;F0@8VJM<&QE=&5L>2!S;6QE;F-E9"!W:71H:6X@9FEV92!M:6YU
M=&5S+B!4:&4@=&EM92!P97)!;V0@<VAA;&P@8F4@8V%L8W5L871E9"!B87-E
M9"!U<&JN('1H92!E;6ES<VEO;B!O9B!T:&4@9FER<W0@875D:6)L92!S;W5N
M9"!A;F0@<VAA;&P@96YD(&9!<F4@;6EN=71E<R!T:&5R96%F=&5R(&YO='!<I
M=&AS=&%N9&EN9R!A;GD@<F%R:6%T:6JN(&J)R('T;W!P86=E(&EN('1H92!E
M;6ES<VEO;G,@;V8@875D:6)L92!S;W5N9!"!H"!6:6JL871I;VX@;V8@=&AI
M<R!S96-T:6JN('H86QL(&-O;G-T:71U=&4@86X@:6YF<F%C=&EO;BX\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S
M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3!P
M="(^PJ \+V1I=CX\+V1I=CX\<W!A;B!D97!T:#TB-B(@+SX\9&EV(&-L87-S
M/2)396-T:6JN(CX\9&EV/CQA(&YA;64](DI\$7S\$Q-"XP-RXB(&ED/2)*1%\Q
M,30N,#<N(B!T:71L93TB,3\$T+C W+B(@+SY314,N(#\$Q-"XP-R["H"!541)
M0DQ%(%-405154R!)3D1)0T%43U(N!"J)D:78^/"J)D:78^/&1I=B!C;&%S<STB
M3FJR;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H#QS<&%N('T>6QE/2)F;VYT+7=E
M:6=H=#H@8FJL9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6JN
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^*\$%D9&5D(&)Y(\$)R9"X@3FWN(#\$V
M.2PW.#4L(\$5F9BX@-B!Y+SDT+BD\+W-P86X^/"J)D:78^/"J)D:78^/&1I=B!C
M;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&J]M
M/3\$P<'0B/L/*@/"J)D:78^/"J)D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L
M(CX\9&EV/L*@PJ#"H\$ET('H86QL(&)E('5N;&%W9G5L(&9O<B!A;GD@<&5R
M<VJN('1O(&EN<W1A;&PL(&J)P97)A=&4L('5S92!O<B!M86EN=&%I;B!A;GD@
M=F5H:6-L92!T:&5F="!A;&%R;2!S>7-T96T@=VAI8V@@=71I;&EZ97,@86X@
M875D:6)L92!S=&%T=7,@:6YD:6-A=&J)R(&5M:71T:6YG(&J)R(&-A=7-I;F<@
M=&AE(&5M:7-S:6JN(&J)F(&%N(&%U9&EB;&4@<VJU;F0@9FJR(&\$@9'5R871I
M;VX@;V8@;6J)R92!T:&%N(&J)N92!M:6YU=&4NPJ @5&AE('1I;64@<&5R:6J)D
M('H86QL(&)E(&-A;&-U;&%T960@9G)O;2!T:&4@<&J!;G0@:6X@=&EM92!O
M9B!T:&4@96UI<W-I;VX@;V8@=&AE(&9!<G-T(&%U9&EB;&4@<VJU;F0@=7-E
M9"!I;B!C86QC=6QA=&EO;B!A;F0@<VAA;&P@96YD(&J)N92!M:6YU=&4@=&AE
M<F5A9G1E<BP@;FJT=VET:'T86YD:6YG(&%N>2!V87)I871I;VX@;W(@=&5M
M<&J)R87)Y('T;W!P86=E(&EN('1H92!E;6ES<VEO;B!O9B!A=61I8FQE('O
M=6YD+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ;'!T(C["H#PO9&EV/CPO9&EV/CQD
M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=C["H,*@PJ!<R!U<V5D(&EN
M('1H:7,@<V5C=&EO;BP@86X@875D:6)L92!S=&%T=7,@:6YD:6-A=&J)R(&ES
M(&\$@8VJM<&J)N96YT(&J)F(&\$@<F5H:6-L92!T:&5F="!A;&%R;2!S>7-T96T@
M=VAI8V@@@96UI=',@<VJU;F0@875D:6)L92!O=71S:61E('1H92!V96AI8VQE

M(&9O<B!T:&4@<'5R<&]S92!O9B!W87)N:6YG('1H870@82!V96A!8VQE('1H
M969T(&%L87)M('Y<W1E;2!I<R!;G-T86QL960@86YD(&%R;65D(&]R(&]P
M97)A=&EO;F%L+L*@(('%1H92!T97)M(* G#QS<&%N('T>6QE/2)F;VYT+7=E
M:6=H=#H@8F]L9#MF;VYT+7-T>6QE.B!N;W)M86P[=&5X="UD96-O<F%T:6]N
M.FYO;F4[9&ES<&QA>3H@:6YL:6YE.R(^875D:6)L92!S=&%T=7,@:6YD:6-A
M=&]R/"S<&%N/CQS<&%N('T>6QE/2)F;VYT+7=E:6=H=#H@;F]R;6%L.V9O
M;GOM<W1Y;&4Z(&YO<FUA;#MT97AT+61E8V]R871I;VXZ;F]N93MD:7-P;&%Y
M.B!;FQ!;F4[(C[B@)T@<VAA;&P@:6YC;'5D92!A;GD@9&5V:6-E('H:6-H
M(&5M:71S(&\$@8VAI<G L('9O:6-E(&UE<W-A9V4@;W(@;W1H97(@<V]U;F0@
M=VAE;B!A;B!A<!R;V% C:&EN9R!P97)S;VX@:7,@=VET:&EN(&\$@8V5R=&%I
M;B!D:7-T86YC92!O9B!T:&4@=F5H:6-L92!;B!W:&EC:"IT:&4@9&5V:6-E
M(&ES(&EN<W1A;&QE9"X\+W-P86X^/"D:78^/"D:78^/&1I=B!C;&%S<STB
M3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B
M/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV
M/L*@"P]#"H\$EN('1H92!E=F5N="!E;F9O<F-E;65N="!O9B!A('9I;VQA=&EO
M;B!O8V-U<G,@=6YD97(@=&AI<R!S96-T:6]N+"!N;R!E;F9O<F-E;65N="!S
M:&%L;"!B92!T86ME;B!U;F1E<B!396-T:6]N(#@P+C<U+FP@;V8@=&AE(\$UU
M;FEC:7!A;"!#;V1E(&9O<B!T:&4@<V%M92!V:6]L871I;VXN/"D:78^/"D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G
M:6XM8F]T=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R
M:6%L+4QE=F5L(CX\9&EV/L*@"P]#"H%9I;VQA=&EO;B!O9B!A;GD@<')O=FES
M:6]N(&]F('1H:7,@<V5C=&EO;B!S:&%L;"!C;VYS=&ET=71E(&%N(&EN9G)A
M8W1I;VXN/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^
M/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM
M8F]T=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R;6%L
M+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"/"D
M:78^/"D:78^/-P86X@9&5P=&@](C,B("^\&1I=B!C;&%S<STB07)T:6-L
M92(^/&1I=CX\82!N86UE/2)*1%]#,3%I-2(@:60](DI\$7T,Q,4\$U(B!T:71L
M93TB0S\$Q034B("^\05)424-,12 U/&)R("^\04U03\$E&245\$(-/54Y\$/"D
M:78^/"D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE
M/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P
M<'0B/L*@"/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\
M9&EV(&-L87-S/2)!;F%L>7-I<R(^4V5C=&EO;CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB06YA;"ES:7,B/C\$Q
M-2XP,<*"@P]#"H%I!U<GIO<V4N/"D:78^/"D:78^/&1I=B!C;&%S<STB3F]R
M;6%L+4QE=F5L(CX\9&EV(&-L87-S/2)!;F%L>7-I<R(^,3\$U+C RPJ#"H,*@
M4')O:&EB:71I;VX@86YD(%)E9W5L871I;VYS+CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S="EL93TB;6%R9VEN+6)O='1O
M;3TQ,!IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=B!S="EL93TB;6%R9VEN+6)O='1O;3TQ,!IT(C["H#PO9&EV/CPO
M9&EV/CQS<&%N(&1E<'1H/2(V(B O/CQD:78@8VQA<W,](E-E8W1I;VXB/CQD

M:78^&\$@;F%M93TB2D1?,3\$U+C Q+B(@:60](DI\$7S\$Q-2XP,2XB('1I=&QE
M/2(Q,34N,#\$N(B O/E-%0RX@,3\$U+C Q+L*@(,%!54E!4T4N/"D:78^/"D
M:78^&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G
M:6XM8FJT=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^&1I=B!C;&%S<STB3FJR
M;6%L+4QE=F5L(CX\9&EV/L*@PJ#"H%1H92!#;W5N8VEL(&5N86-T<R!T:&ES
M(&QE9VES;&%T:6]N(&9O<B!T:&4@<V]L92!P=7)P;W-E(&JF('E8W5R:6YG
M(&%N9"IP<FJM;W1I;F<@=&AE('IU8FQI8R!H96%L=&@L(&-O;69O<G0L('A
M9F5T>2P@86YD('=E;&9A<F4@;V8@:71S(&-I=&EZ96YR>2["H"!7:&EL92!R
M96-O9VYI>FEN9RIT:&%T(&-E<G1A:6X@=7-E<R!O9B!S;W5N9"IA;7!L:69Y
M:6YG(&5Q=6EP;65N="IA<F4@<')O=&5C=&5D(&)Y('1H92!C;VYS=&ET=71I
M;VYA;"IR:6=H=',@;V8@9G)E961O;2!O9B!S<&5E8V@@86YD(&%S<V5M8FY
M+!"IT:&4@0VJU;F-I;"IN979E<G1H96QE<W,@9F5E;',@;V)L:6=A=&5D('1O
M(')E87-O;F%B;'D@<F5G=6QA=&4@=&AE('5S92!O9B!S;W5N9"IA;7!L:69Y
M:6YG(&5Q=6EP;65N="II;B!O<F1E<B!T;R!P<FJT96-T('1H92!C;W)R96QA
M=&EV92!C;VYS=&ET=71I;VYA;"IR:6=H=',@;V8@=&AE(&-I=&EZ96YS(&JF
M('1H:7,@8VJM;75N:71Y('1O('IR:79A8WD@86YD(&9R965D;VT@9G)O;2!P
M=6)L:6,@;G5I<V%N8V4@;V8@;&JU9"IA;F0@=6YN96-E<W-A<GD@;F]I<V4N
M/"D:78^/"D:78^&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T
M>6QE/2)M87)G:6XM8FJT=&]M/3\$P<'0B/L*@"/"D:78^/"D:78^&1I=B!C
M;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&]M
M/3\$P<'0B/L*@"/"D:78^/"D:78^/-P86X@9&5P=&@](C8B("V/&1I=B!C
M;&%S<STB4V5C=&EO;B(^/&1I=CX\82!N86UE/2)*1%Q,34N,#(N(B!I9#TB
M2D1?,3\$U+C R+B(@=&ET;&4](C\$Q-2XP,BXB("4T5#+B Q,34N,#(NPJ @
M4%)/2\$E"251)3TX@04Y\$(%)%1U5,051)3TY3+CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O
M;3TQ;'IT[C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=C["H,*@PJ!)"IS:&%L;"IB92!U;FQA=V9U;"IF;W(@86YY('IE
M<G-O;BP@;W1H97(@=&AA;B!P97)S;VYN96P@;V8@;&%W(&5N9FJR8V5M96YT
M(&JR(&O=F5R;FUE;G1A;"IA9V5N8VEE<RP@;W(@<&5R;6ET=&5E<R!D=6QY
M(&%U=&AO<FEZ960@=&1@=7-E('1H92!S86UE('!U<G-U86YT('1O(%-E8RX@
M;3 S+C\$Q,2!O9B!T:&ES(\$-O9&4L('1O(&EN<W1A;&PL('5S92P@;W(@;W!E
M<F%T92!W:71H:6X@=&AE(\$-I='D@82!L;W5D<W!E86ME<B!O<B!S;W5N9"IA
M;7!L:69Y:6YG(&5Q=6EP;65N="II;B!A(&9I>&5D(&JR(&UO=F%B;&4@<&]S
M:71I;VX@;W(@;6]U;G1E9"!U<&]N(&%N>2!S;W5N9"IT<G5C:R!F;W(@=&AE
M('!U<G!O<V5S(&JF(&I=FEN9R!;G-T<G5C=&EO;G,L(&1I<F5C=&EO;G,L
M('1A;&MS+"IA9&1R97-S97,L(&QE8W1U<F5S+"!O<B!T<F%N<VUI='1I;F<@
M;75S:6,@=&1@86YY('IE<G-O;G,@;W(@87-S96UB;&%G97,@;V8@<&5R<V]N
M<R!;B!O<B!U<&]N(&%N>2!P=6)L:6,@<W1R965T+"IA;&QE>2P@<VED97=A
M;&LL('IA<FL@;W(@<&QA8V4L(&JR(&JT:&5R('!U8FQI8R!P<FJP97)T>2IE
M>&-E<'0@=VAE;B!;G-T86QL960L('5S960@;W(@;W!E<F%T960@:6X@8VJM
M<&QI86YC92!W:71H('1H92!F;VQL;W=I;F<@<')O=FES:6]N<SH!+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2);W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VT];3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).

M;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H82G"H,*@PJ!)
M;B!A;&P@<F5S:61E;G1186P@>FJN97,@86YD('=I=&A!;B U,# @9F5E="IT
M:&5R96JF+>"IN;RIS;W5N9"IA;7!L:69Y:6YG(&5Q=6EP;65N="IS:&%L;"!B
M92!!;G-T86QL960L(&JP97)A=&5D(&JR('5S960@9FJR(&-O;6UE<F-I86P@
M<'5R<&JS97,@870@86YY('1!;64N/"JD:78^/"JD:78^/&1I=B!C;&%S<STB
M3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B
M/L*@"JD:78^/"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV
M(&-L87-S/2),B(^PJ#"H,*@*&(IPJ#"H,*@5&AE(&JP97)A=&EO;B!O<B!U
M<V4@;V8@<VJU;F0@86UP;&EF>6EN9R!E<75I<&UE;G0@9FJR(&YO;F-O;6UE
M<F-I86P@<'5R<&JS97,@:6X@86QL(')E<VED96YT:6%L('!O;F5S(&%N9"!W
M:71H:6X@-3 P(&9E970@=&AE<F5O9BP@97AC97IT('=H96X@=7-E9"!F;W(@
M<F5G=6QA<FQY('C:&5D=6QE9"!O<&5R871I=F4@9G5N8W1I;VYS(&)Y(&%N
M>2IS8VAO;VP@;W(@9FJR('1H92!U<W5A;"IA;F0@8W5S=&JM87)Y('!U<G!O
M<V5S(&JF(&%N>2IC:'5R8V@L(&ES('!R;VAI8FET960@8F5T=V5E;B!T:&4@
M:&JU<G,@;V8@-#HS,"IP+FTN(&%N9" Y.C P(&\$N;2X@;V8@=&AE(&9O;&QO
M=VEN9RID87DN/"JD:78^/"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L
M(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@"JD:78^/"JD
M:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),B(^
MPJ#"H,*@*&IPJ#"H,*@26X@86QL(&JT:&5R('!O;F5S+"!E>&-E<'0@<W5C
M:"!P;W)T:6JN<RIT:&5R96JF(&%S(&UA>2IB92!!;F-L=61E9"!W:71H:6X@
M-3 P(&9E970@;V8@86YY(')E<VED96YT:6%L('!O;F4L('1H92!O<&5R871I
M;VX@;W(@=7-E(&JF('O=6YD(&%M<&QI9GEI;F<@97%U:7!M96YT(&9O<B!C
M;VUM97)C:6%L('!U<G!O<V5S(&ES('!R;VAI8FET960@8F5T=V5E;B!T:&4@
M:&JU<G,@;V8@.3HP,"IP+FTN(&%N9" X.C P(&\$N;2X@;V8@=&AE(&9O;&QO
M=VEN9RID87DN/"JD:78^/"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L
M(CX\9&EV('T>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@"JD:78^/"JD
M:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),B(^
MPJ#"H,*@*&0IPJ#"H,*@26X@86QL(&JT:&5R('!O;F5S+"!E>&-E<'0@<W5C
M:"!P;W)T:6JN<RIT:&5R96JF(&%S(&UA>2IB92!!;F-L=61E9"!W:71H:6X@
M-3 P(&9E970@;V8@86YY(')E<VED96YT:6%L('!O;F4L('1H92!O<&5R871I
M;VX@;W(@=7-E(&JF('O=6YD(&%M<&QI9GEI;F<@97%U:7!M96YT(&9O<B!N
M;VYC;VUM97)C:6%L('!U<G!O<V5S(&ES('!R;VAI8FET960@8F5T=V5E;B!T
M:&4@:&JU<G,@;V8@,3 Z,# @<"YM+BI;A;F0@-SHP,"IA+FTN(&JF('1H92!F
M;VQL;W=I;F<@9&%Y+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,
M979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='!O;3TQ,!IT(C["H#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB
M3#(B/L*@PJ#"HAE<*@PJ#"H%1H92!O;FQY('O=6YD<RIP97)M:71T960@
M<VAA;&P@8F4@96ET:&5R(&UU<VEC+"!H=6UA;B!S<&5E8V@L(&JR(&)O=&@N
M/"JD:78^/"JD:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T
M>6QE/2)M87)G:6XM8FJT=&JM/3\$P<'0B/L*@"JD:78^/"JD:78^/&1I=B!C
M;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),B(^PJ#"H,*@*&8I
MPJ#"H,*@4VJU;F0@96UA;F%T:6YG(&9R;VT@<VJU;F0@86UP;&EF>6EN9R!E
M<75I<&UE;G0@<VAA;&P@8F4@;&EM:71E9"!I;B!V;VQU;64L('!O;F4@86YD

M(&EN=&5N<VET>2!A<R!F;VQL;W=S.CPO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ;'IT
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!C;&%S<STB3#,B/L* @PJ#H#\$NPJ#H,* @5&AE('O=6YD('H86QL(&YO
M="!B92!A=61I8FQE(&%T(&\$@9&ES=&%N8V4@:6X@97AC97-S(&]F(#(P,"!F
M965T(&9R;VT@=&AE('O=6YD(&5Q=6EP;65N="X\+V1I=CX\+V1I=CX\9&EV
M(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T
M;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V
M96PB/CQD:78@8VQA<W,](DPS(C["H,* @PJ R+L* @PJ#H\$EN(&YO(&5V96YT
M('H86QL('1H92!S;W5N9"!B92!L;W5D(&%N9"!R875C;W5S(&]R('5N<F5A
M<V]N86)L>2!J87)R:6YG+"!D:7-T=7)B:6YG+"!A;FYO>6EN9R!O<B!A(&YU
M:7-A;F-E('1O('E87-O;F%B;&4@<&5R<V]N<R!O9B!N;W)M86P@<V5N<VET
M:79E;F5S<R!W:71H:6X@=&AE(&%R96\$@;V8@875D:6)I;&ET>2X\+V1I=CX\
M+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA
M<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,* @PJ H9RG"H,* @PJ!%
M>&-E<'0@87,@<')O=FED960@:6X@*&(I(&%B;W9E+"!N;R!S;W5N9"!A;7!L
M:69Y:6YG(&5Q=6EP;65N="!S:&%L;"!B92!O<&5R871E9"!U<&]N(&%N>2!P
M<F]P97)T>2!A9&IA8V5N="!T;R!A;F0@=VET:&EN(#(P,"!F965T(&]F(&%N
M>2!H;W-P:71A;"!G<F]U;F1S(&]R(&%N>2!S8VAO;VP@;W(@8VAU<F-H(&)U
M:6QD:6YG('H:6QE(&EN('5S92X\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).
M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^
MPJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@
M8VQA<W,](DPR(C["H,* @PJ H:"G"H,* @PJ \<W!A;B!S='EL93TB9F]N="UW
M96EG:'0Z(&)O;&0[9F]N="US='EL93H@;F]R;6%L.W1E>'0M9&5C;W)A=&EO
M;CIN;VYE.V1I<W!L87DZ(&EN;&EN93LB/BA!;65N9&5D(&)Y(\$]R9"X@3F!N
M(#\$T-2PV.3\$L(\$5F9BX@-2!R+S<T+BD@/'"]S<&%N/CQS<&%N('T>6QE/2)F
M;VYT+7=E:6=H=#H@;F]R;6%L.V9O;G0M<W1Y;&4Z(&YO<FUA;#MT97AT+61E
M8V]R871I;VXZ;F]N93MD:7-P;&%Y.B!I;FQI;F4[(CY4:&4@;W!E<F%T:6]N
M(&]R('5S92!O9B!A;GD@<V]U;F0@86UP;&EF>6EN9R!E<75!<&UE;G0@:6YS
M=&%L;&5D+"!M;W5N=&5D+"!A='1A8VAE9"!O<B!C87)R:65D(&EN(&]R(&)Y
M(&%N>2!S;W5N9"!IT<G5C:R!I<R!F=7)T:&5R('!R;VAI8FET960Z/'"]S<&%N
M/CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S
M='EL93TB;6%R9VEN+6)O='1O;3TQ;'IT(C["H#PO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#,B/L* @PJ#H#\$N
MPJ#H,* @5VET:&EN('1H92!#96YT<F%L(%1R869F:6,@9&ES=")I8W0@870@
M86YY('1I;64['"]D:78^/'"]D:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L
M(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L* @/'"]D:78^/'"]D
M:78^/&1I=B!C;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2).,R(^
MPJ#H,* @.B["H,* @PJ!5<&]N(\$AO;&QY=V]O9"!";W5L979A<F0@8F5T=V5E
M;B!697)M;VYT(\$%V96YU92!A;F0@3&\$@0G)E82!A="!A;GD@=&EM93L\+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4]
M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S

M/2).;W)M86PM3&5V96PB/CQD:78@8VQA<W,](DPS(C["H,*@PJ S+L*@PJ#"MH%5P;VX@5VEL<VAI<F4@0F]U;&5V87)D(&%T(&%N>2IT:6UE.SPO9&EV/CPO M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIS='EL93TB;6%R M9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO M<FUA;"U,979E;"(^/&1I=BIC;&%S<STB3#,B/L*@PJ#"H#0NPJ#"H,*@57!O M;B!3=6YS970@0F]U;&5V87)D(&%T(&%N>2IT:6UE.SPO9&EV/CPO9&EV/CQD M:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIS='EL93TB;6%R9VEN+6)O M='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U, M979E;"(^/&1I=BIC;&%S<STB3#,B/L*@PJ#"H#4NPJ#"H,*@57!O;B!6:6YE M(%-T<F5E="IA="IA;GD@=&EM93L!+V1I=CX!+V1I=CX!9&EV(&-L87-S/2). M;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^ MPJ \+V1I=CX!+V1I=CX!9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@ M8VQA<W,](DPS(C["H,*@PJ V+L*@PJ#"H%5P;VX@86YY('T<F5E="!B971W M965N('1H92!H;W5R<RIO9B T.C,P(' N;2X@86YD(#DZ,# @82YM+B!O9B!T M:&4@9F]L;&]W:6YG(&1A>3L!+V1I=CX!+V1I=CX!9&EV(&-L87-S/2).;W)M M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \ M+V1I=CX!+V1I=CX!9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@8VQA M<W,](DPS(C["H,*@PJ W+L*@PJ#"H%5P;VX@86YY('T<F5E="!O;B!A;GD@ M4W5N9&%Y+CPO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^ M/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV M/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIS='EL93TB;6%R9VEN M+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA M;"U,979E;"(^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO M9&EV/CPO9&EV/CQS<&%N(&1E<'1H/2(S(B O/CQD:78@8VQA<W,](D%R=&EC M;&4B/CQD:78^/&\$@;F%M93TB2D1?0S\$Q038B(&ED/2)*1%]#,3%!-B(@=&ET M;&4](D,Q,4\$V(B O/D%25\$E#3\$4@-CQB<B O/D=%3D5204P@3D])4T4!+V1I M=CX!+V1I=CX!9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4] M(FUA<F=I;BUB;W1T;VT],3!P="(^PJ \+V1I=CX!+V1I=CX!9&EV(&-L87-S M/2).;W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P M="(^PJ \+V1I=CX!+V1I=CX!9&EV(&-L87-S/2).;W)M86PM3&5V96PB/CQD M:78@8VQA<W,](D%M86QY<VES(CY396-T:6]N/"D:78^/"D:78^/&1I=BIC M;&%S<STB3F]R;6%L+4QE=F5L(CX!9&EV(&-L87-S/2)!;F%L>7-I<R(^,3\$V M+C QPJ#"H,*@3&]U9"P@56YN96-E<W-A<GD@86YD(%5N=7-U86P@3F]I<V4N M/"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX!9&EV('T M>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@/"D:78^/"D:78^/&1I=BIC M;&%S<STB3F]R;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M87)G:6XM8F]T=&]M M/3\$P<'0B/L*@/"D:78^/"D:78^/-P86X@9&5P=&@](C8B("V/&1I=BIC M;&%S<STB4V5C=&EO;B(^/&1I=CX!82IN86UE/2)*1%Q,38N,#\$N(B!I9#TB M2D1?,3\$V+C Q+B(@=&ET;&4](C\$Q-BXP,2XB("V^4T5#+B Q,38N,#\$NPJ @ M3\$]51"P@54Y.14-%4U-I4ED@04Y\$(%5.55-504P@3D])4T4N/"D:78^/"D M:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX!9&EV('T>6QE/2)M87)G M:6XM8F]T=&]M/3\$P<'0B/L*@/"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R M;6%L+4QE=F5L(CX!9&EV/L*@PJ#"H\$YO='I=&AS=&%N9&EN9RIA;GD@;W1H

M97(@<')O=FES:6]N<R!O9BIT:&ES(&-H87!T97(@86YD(&EN(&%D9&ET:6]N
M('1H97)E=&L(&ET('H86QL(&)E('5N;&%W9G5L(&9O<BIA;GD@<&5R<V]N
M('1O('=I;&QF=6QL>2!M86ME(&]R(&-O;G1I;G5E+'!O<BIC875S92!T;RIB
M92IM861E(&]R(&-O;G1I;G5E9"P@86YY(&QO=60L('5N;F5C97-S87)Y+'!IA
M;F0@=6YU<W5A;'!N;VES92!W:&EC:'!D:7-T=7)B<RIT:&4@<&5A8V4@;W(@
M<751970@;V8@86YY(&YE:6=H8F]R:&]O9"!O<BIW:&EC:'!IC875S97,@9&ES
M8V]M9F]R="!O<BIA;FYO>6%N8V4@=&I@86YY(')E87-O;F%B;&4@<&5R<V]N
M(&]F(&YO<FUA;'!S96YS:71I=F5N97-S(')E<VED:6YG(&EN('1H92IA<F5A
M+L*@(1H92!S=&%N9&%R9"!W:&EC:'!M87D@8F4@8V]N<VED97)E9"!I;BID
MS71E<FUI;FEN9R!W:&5T:&5R(&\$@=FEO;&%T:6]N(&]F('1H92!P<F]V:7-I
M;VYS(&]F('1H:7,@<V5C=&EO;BIE>&ES=',@;6%Y(&EN8VQU9&4L(&)U="!IN
M;W0@8F4@;&EM:71E9"!IT;RP@=&AE(&9O;&QO=VEN9SH\+V1I=CX\+V1I=CX\
M9&EV(&-L87-S/2);W)M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB
M;W1T;VTJ,3!P="(^PJ \+V1I=CX\+V1I=CX\9&EV(&-L87-S/2);W)M86PM
M3&5V96PB/CQD:78@8VQA<W,](DPR(C["H,*@PJ H82G"H,*@PJ!4:&4@;&5V
M96P@;V8@;F]I<V4[/"]D:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"D:78^
M/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2),
M,B(^PJ#"H,*@*&(IPJ#"H,*@5VAE=&AE<B!T:&4@;F%T=7)E(&]F('1H92!N
M;VES92!I<R!U<W5A;'!O<BIU;G5S=6%L.SPO9&EV/CPO9&EV/CQD:78@8VQA
M<W,](DYO<FUA;"U,979E;"(^/&1I=BIS='EL93TB;6%R9VEN+6)O='1O;3TQ
M,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^
M/&1I=BIC;&%S<STB3#(B/L*^PJ#"H"AC*^@PJ#"H%=H971H97(@=&AE(&]R
M:6=I;B!O9BIT:&4@;F]I<V4@:7,@;F%T=7)A;"!O<BIU;FYA='5R86P[/"]D
M:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE
M/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"D:78^/"D:78^/&1I=BIC;&%S
M<STB3F]R;6%L+4QE=F5L(CX\9&EV(&-L87-S/2);B(^PJ#"H,*@*&0IPJ#"H
MH,*@5&AE(&QE=F5L(&%N9"!I;G1E;G-I='D@;V8@=&AE(&)A8VMG<F]U;F0@
M;F]I<V4L(&EF(&%N>3L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2);W)M86PM
M3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VTJ,3!P="(^PJ \+V1I
M=CX\+V1I=CX\9&EV(&-L87-S/2);W)M86PM3&5V96PB/CQD:78@8VQA<W,]
M(DPR(C["H,*@PJ H92G"H,*@PJ!4:&4@<')O>&EM:71Y(&]F('1H92!N;VES
M92!T;RIR97-I9&5N=&EA;"!S;&5E<&EN9R!F86-I;&ET:65S.SPO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=BIC;&%S<STB3#(B
M('T>6QE/2)M87)G:6XM8F]T=&]M/3\$P<'0B/L*@"D:78^/"D:78^/&1I
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M=&AI;B!W:&EC:'!IT:&4@;F]I<V4@96UA;F%T97,[/"]D:78^/"D:78^/&1I
M=BIC;&%S<STB3F]R;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8F]T
M=&]M/3\$P<'0B/L*@"D:78^/"D:78^/&1I=BIC;&%S<STB3F]R;6%L+4QE
M=F5L(CX\9&EV(&-L87-S/2);B(^PJ#"H,*@*&IPJ#"H,*@5&AE(&1E;G-I
M='D@;V8@=&AE(&EN:&%B:71A=&EO;B!O9BIT:&4@87)E82!W:71H:6X@=VAI
M8V@@=&AE(&YO:7-E(&5M86YA=&5S.SPO9&EV/CPO9&EV/CQD:78@8VQA<W,]

M(DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT
M(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I
M=B!C;&%S<STB3#(B/L*~PJ#"H"AH*<~PJ#"H%1H92!T:6UE(&JF('1H92!D
M87D@86YD(&YI9VAT('1H92!N;VES92!O8V-U<G,[/"D:78^/"D:78^/&1I
M=B!C;&%S<STB3FJR;6%L+4QE=F5L(CX\9&EV('T>6QE/2)M87)G:6XM8FJT
M=&JM/3\$P<'0B/L*~/"D:78^/"D:78^/&1I=B!C;&%S<STB3FJR;6%L+4QE
M=F5L(CX\9&EV(&-L87-S/2),,B(^PJ#"H,*~*&DIPJ#"H,*~5&AE(&1U<F%T
M:6JN(&JF('1H92!N;VES93L\+V1I=CX\+V1I=CX\9&EV(&-L87-S/2),,W)M
M86PM3&5V96PB/CQD:78@<W1Y;&4](FUA<F=I;BUB;W1T;VT],3!P="(^PJ \
M+V1I=CX\+V1I=CX\9&EV(&-L87-S/2),,W)M86PM3&5V96PB/CQD:78@8VQA
M<W,](DPR(C["H,*~PJ H:BG"H,*~PJ7:&5T:&5R('1H92!N;VES92!!<R!R
M96-U<G)E;G0L(&EN=&5R;6ET=&5N="P@;W(@8VJN<W1A;G0[(&%N9#PO9&EV
M/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB
M;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,]
M(DYO<FUA;"U,979E;"(^/&1I=B!C;&%S<STB3#(B/L*~PJ#"H"AK*<~PJ#"H
MH%=H971H97(@=&AE(&YO:7-E(&ES('!R;V1U8V5D(&)Y(&\$@8VJM;65R8VEA
M;"!O<B!N;VYC;VUM97)C:6%L(&%C=&EV:71Y+CPO9&EV/CPO9&EV/CQD:78@
M8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O
M;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E
M;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO
M9&EV/CQD:78@8VQA<W,](DYO<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R
M9VEN+6)O='1O;3TQ,'IT(C["H#PO9&EV/CPO9&EV/CQD:78@8VQA<W,](DYO
M<FUA;"U,979E;"(^/&1I=B!S='EL93TB;6%R9VEN+6)O='1O;3TQ,'IT(C["
;H#PO9&EV/CPO9&EV/CPO8FJD>3X\+VAT;6P^

end

Subject: Subletting the Cashmere Club to other club promoters
Date: 07-Aug-2015 23:20
Attachments: TEXT.htm [Save] [Open]
 Mime.822 (excluded from export)
 DSC07038.JPG [Save] [Open]
 DSC07013.JPG [Save] [Open]
 DSC07016.JPG [Save] [Open]
Creation Date: 07-Aug-2015 23:20
Store Date: 29-Oct-2015 17:37
Status: forwarded,opened,read
Box Type: received
Folder: PETER ZARCONE Home > Mailbox
Message Id: 55C53D5A.LAPDDomB.POB5.200.2000037.1.B945.1

Lt. Dibell,

Please be advised that tonight, Friday, August 7, 2015, the Cashmere Club is not the one opened, instead the space has been subleased to other club promoters in direct violation of the conditions placed upon the alcohol license which your team supposed to enforce.

Tonight the big poster claims at the door shows that PEARL Club MyCastle & District Fridays are opened instead. This is their advertisement on Facebook:

Club MyCastel at Club MyCastel August 5 at 5:16pm · THIS FRIDAY: 90's Flashback Party !!!

800+ Party People!! Mega Venue!! 18+ Every Friday!!

PEARL Hollywood (1707 N. McCadden Pl. Hollywood CA)

FREE until 10:30PM || For Info Text "PEARL" to 323.841.9114

Like heart emoticon Share♥ Invite♥ Tag Friends smile emoticon

I took some pictures of the poster outside hereto and also pictures of the vehicles parked in the alley which are different then the ones used by the regular security guards. I also saw different security guards as well.

You have the duty to cite the owner of Cashmere club for this clear violation and to shut down this place tonight.

Truly yours, Luminita Roman 1714 N. McCadden Pl. # 1103 Los Angeles, CA 90028

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Club MyCastel <<https://www.facebook.com/ClubMyCastel>> at Club MyCastel
<<https://www.facebook.com/ClubMyCastel>>

August 5 at 5:16pm

<<https://www.facebook.com/ClubMyCastel/photos/a.518682648163664.121490.364260516939212/984821734883084/?type=1>>

Â·

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<<https://www.facebook.com/ClubMyCastel/photos/a.518682648163664.121490.364260516939212/984821734883084/?type=1>>

[Club MyCastel's photo.]

<<https://www.facebook.com/ClubMyCastel/photos/a.518682648163664.121490.364260516939212/984821734883084/?type=1>>

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Truly yours,

Luminita Roman

1714 N. McCadden Pl. # 1103

Los Angeles, CA 90028

From: 30657@lapd.lacity.org
To: DANIEL PESQUEIRA, PETER ZARCONE, Daniel Halden
Subject: Cashmere
Date: 31-Jul-2015 20:48
Attachments: TEXT.htm [Save] [Open]
Creation Date: 31-Jul-2015 20:48
Store Date: 29-Oct-2015 17:28
Status:
Box Type: unknown
Folder: PETER ZARCONE Home > Sent Items > Fwd: Cashmere
Message Id: 55BBDF17.LAPDDomC.POC5.200.20000D7.1.C6F5.1

So everybody is aware, our officers just did an up front inspection at Cashmere and the manager on site is the manager of the location, and there is no promoter "sub-letting" the venue. It is an artist release party. Our officers and Sergeant Munoz will log the visit.

Mark

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Mark

From: 32909@lapd.lacity.org
To: MARK DIBELL, DANIEL PESQUEIRA
CC: PETER ZARCONE, JEFFRY POOLE, RANDALL KUTSCHER
Subject: Re: McCadden resident Lumiita Roman concerns about Club Cashmere
Date: 15-Jun-2015 10:43
Attachments: TEXT.htm [Save] [Open]
Creation Date: 15-Jun-2015 10:42
Store Date: 21-Oct-2015 09:35
Status:
Box Type: unknown
Folder: PETER ZARCONE Home > Sent Items > Fwd: Re: McCadden resident Lumiita Roman concerns about Club Cashmere
Message Id: 557EAC33.LAPDDomA.POA3.200.200003B.1.13332.1

Lt Dibell,

You said on your last email that Maggie has extensive knowledge. We will be scheduling a meeting for her with the Commander near the end of this week. Please ensure we get an email by Wednesday night that covers her concerns, meetings with her, completed investigations, concerns, etc. It will be used for a pre-meeting briefing with the Commander, and may be put into a letter to her.

Thanks you,

Titus

Sergeant Titus Tyler
Operations West Bureau
32909@lapd.lacity.org
213-473-0283

>>> TITUS TYLER 6/1/2015 2:25 PM >>>

Lt. Dibell,

Thank you for the call regarding the below email. The Commander asked me to set up a meeting with her after the background information is completed.

Titus

Sergeant Titus Tyler
Operations West Bureau

32909@lapd.lacity.org
213-473-0283

>>> TITUS TYLER 6/1/2015 1:27 PM >>>

Lt & Danny,

Luminita Roman called Bureau after she called the COP office about issues at Club Cashmere and was directed to us. She wants a meeting with the Bureau Chief. She said all of you were in a meeting with her and Captain Zarcone. She said the ABC, investigation process, etc. was explained to her. However, she believes it is not fast enough or extensive enough.

I will brief them on her concerns. They may request you complete a letter that would come from our office covering your awareness of the issues, past, current and future plans etc. that show our efforts.

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Sergeant Titus Tyler

Operations West Bureau

32909@lapd.lacity.org <mailto:32909@lapd.lacity.org>

213-473-0283

From: 30657@lapd.lacity.org
To: PETER ZARCONE, Daniel Halden
CC: OSBALDO RAMOS, Jackie Lawson
Subject: Re: Nightclubs
Date: 05-Jun-2015 18:47
Attachments: TEXT.htm [Save] [Open]
Creation Date: 05-Jun-2015 18:47
Store Date: 21-Oct-2015 09:19
Status:
Box Type: unknown
Folder: PETER ZARCONE Home > Sent Items > Fwd: Re: Nightclubs
Message Id: 5571EEBF.LAPDDomC.POC5.200.20000D7.1.6F53.1

I will be in training in Oxnard all next week.

Mark

>>> Daniel Halden <daniel.halden@lacity.org> 6/5/2015 6:46 PM >>>

Hi all:

Would you be available for a meeting to discuss some of the nightclub issues? Let me know if Thurs 6/11 at 8:30 would work. I can come to the station.

FYI, I spoke with Luminita, the constituent on McCadden regarding Cashmere - she told me she had reached out to Dep. Chief Girmala as well.

Please let me know if Thurs works. Thanks!

Dan Halden
Hollywood Field Deputy
Councilmember Mitch O'Farrell
City of Los Angeles, 13th District
daniel.halden@lacity.org
(213) 207-3015
www.cd13.com

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Reason	Page (# of occurrences)	Description
no reason	128 (1)	---